

LAW OFFICES

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SOUTH FLORIDA TOLL FREE
1-800-416-2240

August 12, 1996

200001923692
-08/16/96--01006--001
***1785.00 ***1785.00

Department of State
Attn: **Limited Partnership Filings**
409 E. Gaines Street
The Old Jail
Tallahassee, FL 32399

RE: BREWERY PARTNERS I, LTD./CERTIFICATE OF LIMITED PARTNERSHIP

Dear Sir or Madam:

Enclosed herewith please find the following:

1. Certificate of Limited Partnership for BREWERY PARTNERS LTD.
2. Acceptance of Appointment by Morris L. Stoltz as Registered Agent.
3. Affidavit of Capital Contributions.
4. A check in the amount of \$1,785.00 for
 - (a) Filing Fee of: \$1,750.00
 - (b) Registered Agent fee: \$35.00

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DIVISION OF CORPORATIONS
1996 AUG 15 AM 10:45

Please send a copy of the conformed Certificate of Limited Partnership to the undersigned.

Very truly yours,

Mitchell B. Kirschner

Enclosures

cc: Mr. Morris L. Stoltz
Mr. Nicholas Bimonte

BK 8/15/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BREWERY PARTNERS I, LTD.**

1. Name of Limited Partnership:

BREWERY PARTNERS I, LTD.

2. Business Address of Limited Partnership:

7000 W. Palmetto Park Road, Suite 212
Boca Raton, Florida 33432

3. Name and Address of Registered Agent:

Morris L. Stoltz II
c/o 750 Financial Associates, Inc.
7000 W. Palmetto Park Road, Suite 212
Boca Raton, Florida 33432

4. Mailing Address of Limited Partnership:

c/o Morris L. Stoltz II
7000 W. Palmetto Park Road, Suite 212
Boca Raton, Florida 33432

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2050.

6. Name and specific address of the corporate General Partners:

750 Financial Associates, Inc. *P94000082191*
7000 W. Palmetto Park Road, Suite 212
Boca Raton, Florida 33432
Attn: Morris L. Stoltz II

Innovative Restaurant Concepts, Inc. *P94000087876*
3700 Airport Road, Suite 304
Boca Raton, FL 33431
Attn: Nicholas Bimonte

Signed this 29th day of July, 1996.


BREWERY PARTNERS I, LTD.

By: 750 Financial Associates, Inc., a
Florida corporation


Morris L. Stoltz II, President
(Seal)

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By: Innovative Restaurant Concepts,
Inc., a Florida corporation



Nicholas Bimonte, President

(Seal)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared Morris L. Stoltz II, President of 750 Financial Associates, Inc., a Florida corporation and Nicholas Bimonte, President of Innovative Restaurant Concepts, Inc., a Florida corporation, the General Partners of BREWERY PARTNERS I, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of initial capital contributions of the limited partners upon the filing of this Certificate is \$1,000.00.
2. The total amount to be contributed by the limited partners shall not exceed \$1,000,000.00.

FURTHER AFFIANT SAYETH NOT.


Under penalties of perjury I declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

BREWERY PARTNERS I, LTD.
By its General Partners:

750 Financial Associates, Inc.


Morris L. Stoltz II, President
(SEAL)

Innovative Restaurant Concepts,
Inc.


Nicholas Bimonte, President
(SEAL)

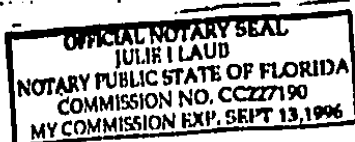
STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer of and to take acknowledgments in and for the State and County set forth above, personally appeared Morris L. Stoltz II, as President of 750 Financial Associates, Inc., a Florida corporation a corporate General Partner of Brewery Partners I, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and be acknowledged to

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me and before me that he executed this Affidavit as President of a General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affirmed my official seal in the State and County set forth above, this 29th day of July, 1996.



Julie I. Laub
Notary Public
State of Florida
(SEAL)

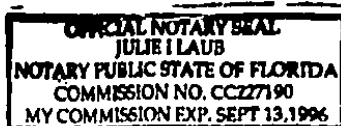
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My commission expires: _____

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer of and to take acknowledgments in and for the State and County set forth above, personally appeared Nicholas Bimonte, as President of Innovative Restaurant Concepts, Inc., a Florida corporation, a corporate General Partner of Brewery Partners I, Ltd., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and be acknowledged to me and before me that he executed this Affidavit as President of a General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affirmed my official seal in the State and County set forth above, this 29th day of July, 1996.



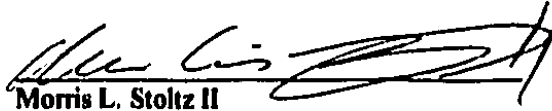
Julie I. Laub
Notary Public
State of Florida
(SEAL)

My commission expires: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BREWERY PARTNERS I, LTD., ("Partnership"), I hereby agree to act in this capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with the provisions of all statutes relative to the complete and proper performance of my duties as registered agent.

REGISTERED AGENT


Morris L. Stoltz II

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