

A96000002037

JAMES L. HARTMAN, P.A.
ATTORNEY AT LAW
A PROFESSIONAL ASSOCIATION

October 29, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: CNL Louisiana Restaurants, LTD.

300001990989--5
-10/30/96--01100--002
***918.75 ***918.75

300001990989--5
-10/30/96--01100--003
***918.75 ***918.75

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Affidavit and Certificate of Limited Partnership for the above-referenced corporation, together with check #000178 in the amount of \$918.75 and check #000287 in the amount of \$918.75, in payment of the filing fee, certified copy charges and registered agent designation fee.

Please return the certified copy to the undersigned in the enclosed postage paid envelope provided for your convenience.

Thank you for your attention to this matter. If you have any questions, please contact the undersigned at (407)425-2543.

Very truly yours,

Brenda L. Jones

Brenda L. Jones

/bj

Enclosures

A96-2037

| | |
|-------------------|---------|
| Name | OR 10-1 |
| Availability | |
| Document Examiner | OR |
| Updater | OR |
| Updater Verifier | OR |
| Acknowledgment | OR |
| W. P. Verifier | OR |

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96 OCT 30 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT AND CERTIFICATE
OF LIMITED PARTNERSHIP
OF
CNL LOUISIANA RESTAURANTS, LTD.**

THE UNDERSIGNED, acting as organizers of **CNL LOUISIANA RESTAURANTS, LTD.** (the "Partnership"), hereby makes, acknowledges and files with the Secretary of State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be **CNL LOUISIANA RESTAURANTS, LTD.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 400 E. South Street, Suite 500, Orlando, Florida 32801, or at such other place or places as the General Partner(s) shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

Robert A. Bourne
400 E. South St., Suite 500
Orlando, FL 32801

4. **NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER(S)**

CNL Restaurants XV, Inc.
400 E. South St., Suite 500
Orlando, FL 32801

896000086654

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

400 E. South St., Suite 500
Orlando, FL 32801

6. **TERM.** The partnership shall be dissolved on December 31, 2026 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 23rd day of October, 1996.

Signed, sealed and delivered
in the presence of:

Mary Lee Stalling
Jennifer Napier

CNL RESTAURANTS XV, INC., a Florida
corporation, General Partner


By: Robert A. Bourne
Robert A. Bourne, President

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TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared **ROBERT A. BOURNE** as President of **CNL RESTAURANTS XV, INC.**, a Florida corporation. He is known to me to be the person who executed the foregoing Affidavit and Certificate of Limited Partnership and who acknowledged before me that he executed the Affidavit and Certificate of Limited Partnership for the purpose stated therein on behalf of said partnership. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of October, 1996.


Jennie L. Napier
Notary Public State of Florida
Commission #CC281390
Commission expiration: April 29, 1997

SEAL:



OFFICIAL SEAL
JENNIE L. NAPIER
My Commission Expires
April 29, 1997
Comm. No. CC 281390

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the Limited Partners of CNL LOUISIANA RESTAURANTS, LTD. are anticipated to be \$2,600,000.00. The amount of capital contributions to date of the limited partners is \$0.00.

SWORN AND SUBSCRIBED as of the 29th day of October, 1996.

CNL RESTAURANTS XV, INC., a Florida
corporation, General Partner

By: *Robert A. Bourne*
Robert A. Bourne, President

Sworn and subscribed to before me by **Robert A. Bourne**,
as President of CNL Restaurants XV, Inc. on behalf of said
corporation this 29th day of October, 1996. He is
personally known to me and did not take an oath.

Jennie L. Napier
Jennie L. Napier
Notary Public State of Florida
Commission #CC281390
Commission expiration: April 29, 1997

SEAL:



OFFICIAL SEAL
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNI, LOUISIANA RESTAURANTS, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 29th day of October, 1996.

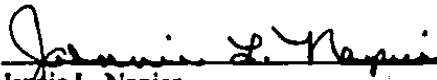

Robert A. Bourne
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared Robert A. Bourne, known to me to be the person who executed the foregoing Acceptance of Registered Agent. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of October, 1996.


Jennie L. Napier
Notary Public State of Florida
Commission #CC281390
Commission expiration: April 29, 1997

SEAL:



OFFICIAL SEAL
JENNIE L. NAPIER
My Commission Expires
April 29, 1997
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