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HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY
 PROFESSIONAL ASSOCIATION
 1400 NICKEL AVENUE SUITE 700
 MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8797
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ASTRID BUTTARI
 CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.
 (305) 579-1405

October 24, 1996

Secretary of State's Office
 Division of Corporations
 P. O. Box 6327
 Tallahassee, Florida 32314

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 -11/05/96--01128--001
 ****140.00 ****140.00

Re: O'CASEY'S RESTAURANT AND IRISH PUB, LTD.
Our File No. 1624.001

Gentlemen:

Enclosed are the original and one copy of the Certificate of Limited Partnership of the above-named Florida limited partnership. Also enclosed is a check in the amount of \$140.00, covering the following fees and costs:

| | |
|-------------------------------|-----------------|
| Filing Fee | \$ 52.50 |
| Registered Agent Designation | \$ 35.00 |
| Certified Copy | \$ 52.50 |
| Total Amount Enclosed: | \$140.00 |

Please return the certified copy to the undersigned at the above address.

Your prompt attention in the filing of the enclosed Certificate of Limited Partnership would be greatly appreciated.

Very truly yours,

HORNSBY, SACHER, ZELMAN, STANTON,
 PAUL & BEILEY, P.A.

Astrid Buttari
 Corporate Legal Assistant

A96-2204

| | |
|---------------------------------|----------------|
| Name Availability | <i>OK 12-3</i> |
| Document Examiner | <i>OK</i> |
| Updater | <i>OK</i> |
| Updater Verifier | <i>OK</i> |
| cc: Walter J. Stanton III, Esq. | <i>OK</i> |

/ab
 Encs.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 DEC -3 PM 1:25



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 8, 1996

ASTRID BUTTARI
1401 BRICKELL AVENUE, SUITE 700
MIAMI, FL 33131

SUBJECT: O'CASEY'S RESTAURANT AND IRISH PUB, INC.
Ref. Number: W96000023823

We have received your document for O'CASEY'S RESTAURANT AND IRISH PUB, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

On the affidavit you must give an actual amount that you anticipate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 096A00051361

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DIVISION OF CORPORATIONS
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HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8787
TELECOPIER (305) 374-2805

ASTRID BUTTARI
CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.
(305) 679-1468

October 24, 1996

Secretary of State's Office
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: O'CASEY'S RESTAURANT AND IRISH PUB, LTD.
Our File No. 1624.001

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Please return the certified copy to the undersigned at the above address.

Your prompt attention in the filing of the enclosed Certificate of Limited Partnership would be greatly appreciated.

Very truly yours,

HORNSBY, SACHER, ZELMAN, STANTON,
PAUL & BEILEY, P.A.


Astrid Buttari
Corporate Legal Assistant

/ab
Encs.

cc: Walter J. Stanton III, Esq.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

O'CASEY'S RESTAURANT AND IRISH PUB, LTD.

The undersigned subscriber hereby forms a Limited Partnership under the laws of the State of Florida pursuant to Florida Statutes § 620.108.

ARTICLE I

NAME

The name of the limited partnership is

O'CASEY'S RESTAURANT AND IRISH PUB, LTD.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of the limited partnership's principal office is 253 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The latest date upon which the limited partnership is to dissolve is the later of June 1, 2011, or the extended term of the Partnership's lease. Existence shall commence upon the date of the filing of this Certificate of Limited Partnership with the Florida Department of State.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Legal Assets, Inc. The street address of the initial registered office of the corporation in the State of Florida is 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

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ARTICLE V

GENERAL PARTNER

9960000 85064

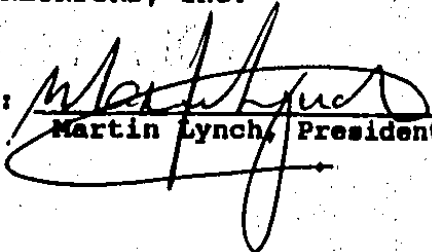
The name of the sole General Partner is Carlynford, Inc., a Florida corporation presently in good standing. The mailing address of the General Partner is 253 Miracle Mile, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 23rd day of October, 1996.

GENERAL PARTNER:

CARLYNFORD, INC.

By:


Martin Lynch, President


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**CERTIFICATE OF
ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE**

Having been named registered agent for O'CASEY'S RESTAURANT AND IRISH PUB, LTD., a Florida limited partnership, at the place designated in the Certificate of Limited Partnership, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

LEGAL ASSETS, INC.

By:


Walter J. Stanton, Secretary

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned authority, personally appeared Martin Lynch, as President of CARLYNFORD, INC., a Florida corporation, constituting the sole general partner of O'CASEY'S RESTAURANT AND IRISH PUB, LTD., a Florida Limited Partnership, who is personally known to me and who certified as follows:

1. The amount of capital contributions to date of the limited partners is \$5,000.00.

2. At this time, the total amount of capital which is anticipated to be contributed by the limited partners will total \$2,000.00. This anticipated capital contribution, however, is subject to certain contingencies which, when and if satisfied, the anticipated capital contribution amount shall be increased and a Supplemental Affidavit of Capital Contributions shall be filed with the Florida Secretary of State's Office.

3. Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

CARLYNFORD, INC.

By: Martin Lynch
Martin Lynch, President

FDC LS20-560-56-204-0

SWORN TO AND SUBSCRIBED before me at Miami, Dade County, Florida, this 26th day of November, 1996.

Maria Mejia Patterson
Notary Public, State of Florida
at Large

- 4 -



MARIA MEJIA PATTERSON
My Comm Exp. 2/13/00
Bonded By Service Ins
No. CC579376
[] Personal [] Other