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VIA FEDERAL EXPRESS

December 9, 1996

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

400002024994--8
-12/10/96--01129--001
*****35.00 *****35.00

Attention: Limited Partnerships, New Filings 400002024994--8

Re: **RESTAURANT AT THE FALLS, LTD.**
Our File No. 19054001

-12/10/96--01129--002
*****52.50 *****52.50

Dear Sir/Madam:

Enclosed please find the Certificate and Affidavit of Florida Limited Partnership of Restaurant at the Falls, Ltd., a Florida limited partnership, for filing, together with our firm checks in the sum of \$52.50 (representing the filing fee) and \$35.00 (registered agent designation). Please be kind enough to process this Certificate for filing and return a stamped copy, together with the appropriate certificate, in the envelope provided.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

Name	12/10/96
Availability	dec
Document	
Examination	see
Updater	see
Uploader	/sjz
Verification	enclosures
cc:	Richard B. Ivans, Esquire Howard L. Friedberg, Esquire
Acknowledgment	
W. P. Verifier	see

A 96000002332

TC
\$300.00

**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF RESTAURANT AT THE FALLS, LTD.
A FLORIDA LIMITED PARTNERSHIP**

RESTAURANT AT THE FALLS, INC., a Florida corporation (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for RESTAURANT AT THE FALLS, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership. The name of the Partnership is RESTAURANT AT THE FALLS, LTD., a Florida Limited Partnership.

2. Mailing Address and Principal Place of Business of the Limited Partnership. The mailing address and principal place of business of the Limited Partnership is 8944 N.W. 24th Terrace, Miami, Florida 33172. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner. The name and business address of the General Partner in the Partnership is as follows:

RESTAURANT AT THE FALLS, INC.
8944 N.W. 24th Terrace
Miami, Florida 33172

4. Effective Date. The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2007.

5. Agent for Service of Process. The Agent for service of process on the Partnership shall be GENE SINGLETARY, 8944 N.W. 24th Terrace, Miami, Florida 33172.

6. Capital Contributions. The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is Three Hundred (\$300.00) Dollars.

7. Anticipated Additional Contributions. No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 5th day of December, 1996, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

RESTAURANT AT THE FALLS, INC.,
a Florida corporation

By: 
Gene Singletary, President

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GENE SINGLETARY, as President of RESTAURANT AT THE FALLS, INC., a Florida corporation, who is personally known to me or who produced _____ as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 5th day of December, 1996.


Notary Public

Print Name of Notary

Serial Number

My Commission Expires:

OFFICIAL NOTARY SEAL
SUE JIM ZIMMERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC362383
MY COMMISSION EXPI. JUNE 15, 1998

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Paragraph 5 of this Certificate.

Dated this 6th day of December, 1996.

By: 

Gene Singletary, President

FILED
96 DEC 10 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA