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Examiner's Initials

AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP OF FLORKING RESTAURANT III, LTD.

THE UNDERSIGNED, acting as the organizer of **FLORKING RESTAURANT III, 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 FLORKING RESTAURANT III, 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 200, Orlando, Florida 32801, or at such other place or places as the General Partner(s) shall from time to time determine.

James A. Hartman
400 E. South St., Suite 200
Orlando, FL 32801

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER(S).
Florking Restaurant Holdings, Inc.
E. South St., Suite 200
Orlando, FL 32801

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP

400 E. South St., Suite 200 Orlando, FL 32801

6. TERM. The Partnership shall be dissolved on December 11, 2026 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 114h day of December, 1996.

Signed, sealed and delivered in the presence of:

FLORKING RESTAURANT HOLDINGS, INC., a Florida corporation, General Partner

Brench of Jones

Janes A. Hartman, President

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JAMES A. HARTMAN as President of FLORKING RESTAURANT HOLDINGS, 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 1146 day of December, 1996.

Print Name: Susah M. Schnola

Notary Public State of Florida Commission # Cc 340706

Commission expiration: 3/24/48

SEAL:

BUBAN M BCHMARS.
My Commission OC3407
Expires Mar. 29, 1999
Sended by IMI
800-486-1986

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 swom, deposes and says that the capital contributions of the Limited Partners of FLORKING RESTAURANT III, LTD. are anticipated to be \$1,000,000. The amount of capital contributions to date of the limited partners is \$0.

SWORN AND SUBSCRIBED as of the 1144 day of December, 1996.

> FLORKING RESTAURANT HOLDINGS, INC. a Florida corporation, General Partner

A. Martman, President

Sworn and subscribed to before me by James A. Hartman, as President of Florking Restaurant Holdings, Inc. on behalf of said corporation this day of December, 1996. He is personally known to me and did not take an oath.

Print Name: Susah M. Schnab Notary Public State of Florida

Commission # CC 340704 Commission expiration: 3/4/49

SEAL:



ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, James A. Hartman, accepts his designation as Registered Agent for FLORKING RESTAURANT III, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Partnership Act, Florida Statues, Chapter 620.

EXECUTED this [(4) day of December, 1996.

James A. Martman Registered Agent

STATE OF FLORIDA **COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared James A. Hartman, 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 1145 day of December, 1996.

> Print Name: Susan M. Notary Public State of Florida

Commission # Cc 340706 Commission expiration: 3/64/49

SEAL: