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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SUZANNE BARKETT
Of Counsel

October 10, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****927.50 ****927.50


Re: Certificate of Limited Partnership and Affidavit of Capital Contributions
of A S A RESTAURANT GROUP, INC.

Gentlemen:

Enclosed is the original and a copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions of A S A RESTAURANT GROUP, INC. together with a check for \$927.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Once the Certificate of Limited Partnership and Affidavit of Capital Contributions have been filed, please return the certified copies to this office.

Sincerely yours,


William P. Weatherford, Jr.

FILED
97 OCT 13 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	WPWjr
Available	Enclosures
cc:	Robert Andrew Abbajay
Document	William V. Pasher, Jr.
Editor	Steve Berkman
Updater	DCC
Updater	E:\WPW\97-0365\LTDPART.LTR
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 14, 1997

WILLIAM P. WEATHERFORD, JR.
MARLOWE APPLETON WEATHERFORD & SALZMAN,
P.O. DRAWER 2366
WINTER PARK, FL 32790-2366

SUBJECT: A S A RESTAURANT GROUP, LTD
Ref. Number: W97000023432

We have received your document for A S A RESTAURANT GROUP, LTD and your check(s) totaling \$927.50. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 397A00050211

CERTIFICATE OF LIMITED PARTNERSHIP
OF
A S A RESTAURANT GROUP, LTD.,
a Florida limited partnership

The undersigned President of the sole general partner, A S A RESTAURANT GROUP COMPANY, INC. desiring to form a limited partnership on behalf of the sole general partner pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as set forth in Sections 620.101 - 620.186, of the Florida Statutes, hereby stated the following:

1. The name of the Partnership is A S A RESTAURANT GROUP, LTD.
2. The address of the office of the Partnership is 3105 Carysfort Lane, Margate, Florida 33063.
3. The agent for service of process on the Partnership is William P. Weatherford, Jr. and his address is 1031 West Morse Blvd., Suite 105, Winter Park, Florida 32789.
4. The name and business address of the sole general partner is as follows:

A S A RESTAURANT GROUP, INC.
3105 Carysfort Lane
Margate, Florida 33063
5. The mailing address of the Partnership is 3105 Carysfort Lane, Margate, Florida 33063.
6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7. The effective date of this Certificate of Limited Partnership shall be the date that it is filed with the Secretary of State of the State of Florida.

8. A conveyance or encumbrance of real property or any interest therein held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by Robert Andrew Abbajay, as President of A S A RESTAURANT GROUP, INC., the sole general partner of the Partnership.

The execution of this Certificate of Limited Partnership by the President of the sole general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the President of the sole general partner of A S A RESTAURANT GROUP, LTD. this 9 day of October, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL PARTNER:

A S A RESTAURANT GROUP, INC.
General Partner

By: Robert Andrew Abbajay
Robert Andrew Abbajay

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for A S A RESTAURANT GROUP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



William P. Weatherford, Jr.

Date: October 10, 1997

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A S A RESTAURANT GROUP, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

BEFORE ME, the undersigned, personally appeared Robert Andrew Abbajay, President of A S A RESTAURANT GROUP, INC., the sole general partner of A S A RESTAURANT GROUP, LTD., a Florida limited partnership (the "Partnership"), whose business address is 3105 Carysfoot Lane, Margate, Florida 33063, who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$120,000.00.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is zero.

FURTHER AFFIANT SAYETH NOT.

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.

Dated: October 9, 1997.

GENERAL PARTNER:

A S A RESTAURANT GROUP, INC.

By: Robert Andrew Abbajay

Robert Andrew Abbajay, President

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97 OCT 13 PM 4:00
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

STATE OF FLORIDA)
COUNTY OF _____)

BEFORE ME, the undersigned authority this 9th day of October,
1997, personally appeared Robert Andrew Abbajay., who is personally known to me
or who has produced Drivers license as identification and who did take an oath.

Barbara Mooney
NOTARY PUBLIC

(SEAL)

Barbara Mooney
(Type or Print Name of Notary)

Notary Public, Gwinnett County, Georgia.
My Commission Expires December 7, 1999.

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