



THE UNITED STATES
CORPORATION
COMPANY

A97000002428

ACCOUNT NO. : 072100000032

REFERENCE : 593439 4728359

AUTHORIZATION :

COST LIMIT : \$ 1837.50

Patricia Pizzuto

FILED
97 NOV -7 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 7, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 593439-005

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
BUSH ROSS GARDNER WARREN &
RUDY
220 South Franklin Street

000002341330--5

Tampa, FL 33602

DOMESTIC FILING

NAME: NFL PLAYERS GRILL-ORLANDO, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

PK

RECEIVED
97 NOV -7 AM 11:28
DIVISION OF CORPORATION

11/7/97

**CERTIFICATE OF LIMITED PARTNERSHIP
OF NFL PLAYERS GRILL--ORLANDO, LTD.**

FILED
97 NOV - 7 PM 12:14
TALLAHASSEE FLORIDA
SECRETARY OF STATE

This is a Certificate of Limited Partnership of NFL PLAYERS GRILL--ORLANDO LTD. (the "Partnership"), dated as of November 4, 1997. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is NFL PLAYERS GRILL--ORLANDO, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is Richard B. Hadlow, 220 South Franklin Street, Tampa, FL 33602.
3. The sole general partner of the Partnership is MILLENNIUM GRIDIRON, INC., whose address is 41 West Church Street, Suite 200, Orlando, Florida 32801. P96000089489
4. The mailing address and the principal place of business of the Partnership is 41 West Church Street, Suite 200, Orlando, FL 32801.
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2027.

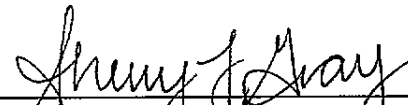
IN WITNESS WHEREOF, the undersigned, the sole General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

Millennium Gridiron, Inc., General Partner

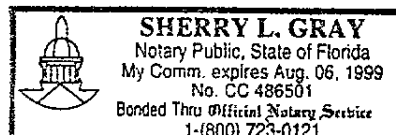
By: 
Mark I. Gibson, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4TH day of November, 1997, by Mark I. Gibson, President of Millennium Gridiron, Inc., a Florida corporation on behalf of the corporation, the General Partner of NFL PLAYERS GRILL--ORLANDO, LTD. He is personally known to me and did take an oath.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires
137036.01




AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
97 NOV -7 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark I. Gibson, being sworn, upon his oath, deposes and says:

1. I am the President of Millennium Gridiron, Inc., the General Partner of NFL PLAYERS GRILL--ORLANDO, LTD., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is \$4,200,000.



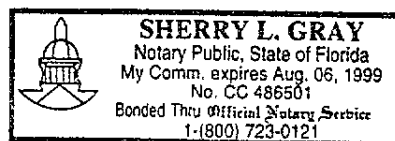
Mark I. Gibson, President
Millennium Gridiron, Inc.
General Partner of
NFL PLAYERS GRILL--ORLANDO, LTD.

Sworn to and subscribed before me this 4TH day of November, 1997.



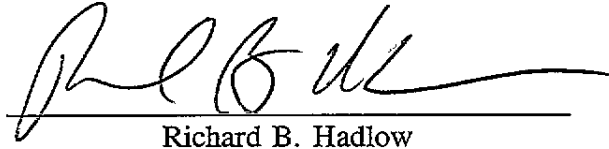
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I HEREBY accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.


Richard B. Hadlow

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

137036.01