



A98000000351

ACCOUNT NO. : 072100000032

REFERENCE : 683235 119394A

AUTHORIZATION :

Patricia P...

COST LIMIT : \$ ~~140.00~~

ORDER DATE : January 27, 1998

1,487.50

ORDER TIME : 12:06 PM

ORDER NO. : 683235-005

CUSTOMER NO: 119394A

CUSTOMER: Mr. H. J. Underill III
UNDERILL REALTY, INC.

800002413348--2

490 N. Harbor City Blvd.

Melbourne, FL 32935

DOMESTIC FILING

NAME: FINS RAW BAR & GRILL, 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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 3:33

RECEIVED
98 JAN 27 PM 1:22
DIVISION OF CORPORATION

8
4987 11104663



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 28, 1998

JEANINE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: FINS RAW BAR & GRILL, LTD.
Ref. Number: W98000001912

We have received your document for FINS RAW BAR & GRILL, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

In addition to the LOCATION OF THE PARTNERSHIP'S office, the CERTIFICATE document must list the limited partnership's MAILING ADDRESS.

The Registered Agent -- DAVID W. POORE -- MUST SIGN a statement accepting his appointment.

And an AFFIDAVIT OF CAPITAL CONTRIBUTIONS must be attached. The AFFIDAVIT must list the total limited partner contributions to date, and must state the TOTAL ANTICIPATED AMOUNT of limited partner contributions.

A form is attached which may be used for the AFFIDAVIT.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00004663

RESUBMIT
Please give original
submission date as file date.

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98 JAN 27 PM 3:33

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CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
FOR
FINS RAW BAR & GRILL, LTD.

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DIVISION OF CORPORATIONS
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We, the undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, do certify and swear as follows:

1. The name of the Partnership is FINS RAW BAR & GRILL, LTD.
2. The character of the business to be conducted by the Partnership is develop, own and/or operate restaurant properties (the "Properties"). The General Partner has the authority on behalf of the Partnership to carry on the business of the Partnership, including, but not limited to, the power to execute promissory notes, mortgages and any other documents determined by the General Partner in its sole discretion to be necessary or desirable in connection with any financing of the Property or of the Partnership's business.
3. The location and mailing address of the Partnership's office is c/o Sebastian Fins, Inc., 6767 N. Wickham Rd., Ste. 400, Melbourne, Florida 32940 or at such other location in Florida as the General Partner may determine from time to time. The name and address of the agent for service of process shall be David W. Poore whose business address is 6767 N. Wickham Rd., Ste. 400, Melbourne, Florida 32940. This is also the mailing address for the partnership.
4. (a) The name and address of the General Partner (the "General Partner") is Sebastian Fins, Inc., 6767 N. Wickham Rd., Ste. 400, Melbourne Florida 32940. 898000006337
(b) The name and address of the initial limited partners (the "Initial Limited Partner") are Capital Equities Group, Inc., 490 N. Harbor City Blvd., Melbourne, Florida 32935 and David W. Poore, 6767 N. Wickham Rd., Ste. 400, Melbourne, Florida 32940.
5. The term of the Partnership shall commence on the execution date of this Certificate and Agreement of Limited Partnership and shall continue until the Properties are sold or otherwise disposed of; provided, however, that if, when the Properties are sold or otherwise disposed of, the Partnership obtains notes and other evidence of indebtedness as consideration for such sale or other disposition, the Partnership will not terminate until such notes are paid in full or otherwise disposed of by the Partnership. Notwithstanding the above, the Partnership will terminate on December 31, 2025.
6. The General Partner shall have the right to admit additional limited partners upon the consent of the General Partner, upon such terms and conditions as the General Partner shall agree.
7. (a) The General Partner has made, or will make, a contribution to the capital of the Partnership in the amount of \$100.
(b) The Initial Limited Partners have made, or will make, a contribution to the capital

of the Partnership in the amount of \$200 and shall not be obligated to make any further contributions by reason of them being Initial Limited Partners.

8. The Initial Limited Partners shall be entitled to a 99% share of Partnership profits by reason of their contribution until such date as additional limited partners are admitted to the Partnership.

9. The bankruptcy, death, legal incapacity, retirement, dissolution, removal, withdrawal of, or assignment for the benefit of creditors by the General Partner, or any of them, shall dissolve the Partnership unless (a) the then remaining General Partner(s) elects in writing to continue the business of the Partnership or (b) all of the then remaining Partners consent to the continuation of the business of the Partnership the appointment of a new General Partner(s).

IN WITNESS WHEREOF, the undersigned have duly made signed, acknowledged and sworn to this Certificate and Agreement of Limited Partnership as of the 2nd day February, 1998

Witnesses as to all:

Sheila D. Carley

FINS RAW BAR & GRILL, LTD.

SEBASTIAN FINS, INC., General Partner

By: David W. Poore
David W. Poore,
President

By: David W. Poore
David W. Poore
Initial Limited Partner

CAPITAL EQUITIES GROUP, INC.

By: H. J. Underhill, III
H. J. Underhill, III
Initial Limited Partner

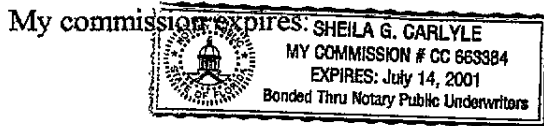
STATE OF FLORIDA

COUNTY OF BREVARD

SS:

As of this 2nd day of February, 1998, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared DAVID W. POORE, General Partner of FINS RAW BAR & GRILL, LTD. to me known to be the individual described in who produced Driver License as identification and who executed the foregoing instrument for himself, and who did (did not) take an oath.

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98 JAN 27 PM 3:33



Sheila G. Carlyle
Notary Public
State of Florida at Large

FILED STATE
SECRETARY OF CORPORATIONS
98 JAN 27 PM 3:33

STATE OF FLORIDA

SS:

COUNTY OF BREVARD

As of this 2nd day of February, 1998, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared DAVID W. POORE, Initial Limited Partner of FINS RAW BAR & GRILL, LTD. to me known to be the individual described in who produced Driver's License as identification and who executed the foregoing instrument for himself, and who did (did not) take an oath.

My commission expires: 7/14/2001

Sheila G. Carlyle
Notary Public

STATE OF FLORIDA

SS:

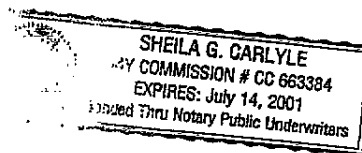
COUNTY OF BREVARD



As of this 2nd day of February, 1998, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared H. J. Underhill, III president of CAPITAL EQUITIES GROUP, INC. to me known to be the individual described in who produced _____ as identification and who executed the foregoing instrument for himself, and who did (did not) take an oath.

My commission expires: 7/14/2001

Sheila G. Carlyle
Notary Public
State of Florida at Large



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SCHEDULE A
GENERAL AND LIMITED PARTNERS

GENERAL PARTNER

Name and Residence Address of <u>General Partner</u>	Number of General Partnership Units	Capital Contributions
Sebastian Fins, Inc. General Partner 6767 N. Wickham Rd. Melbourne, FL 32940	1	\$200

LIMITED PARTNERS

Name and Residence Address of <u>Limited Partner</u>	Number of Limited Partnership Units	Capital Contributions
Fin's Coastal Raw Bar & Grille, Inc. 6767 N. Wickham Rd., Ste 400 Melbourne, FL 32940	26	\$200
Capital Equities Group, Inc. 490 N. Harbor City Blvd. Melbourne, FL 32935	30	\$230

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FIN'S RAW BAR & GRILL, LTD.

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As of the 2nd of February, 1998, the total limited partner contributions received by the partnership is \$430.00. The Partnership is authorized to receive maximum limited partner contributions of \$200,000.00

Sebastian Fins, Inc., General Partner


David W. Poore, President

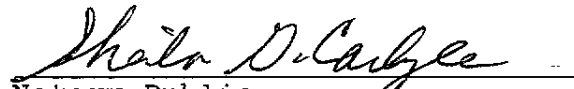
STATE OF FLORIDA

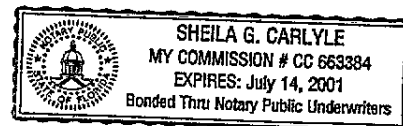
SS:

COUNTY OF BREVARD

As of this 2nd day of February, 1998, before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and sworn, personally appeared DAVID POORE, General Partner of FINS RAW BAR & GRILL, LTD. to me known to be the individual described in who produced Driver's license as identification and who executed the foregoing instrument for himself, and who did (did not) take an oath.

My commission expires: 7/14/2001


Notary Public

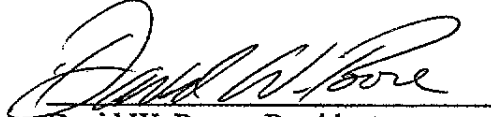


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS**

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DIVISION OF CORPORATIONS
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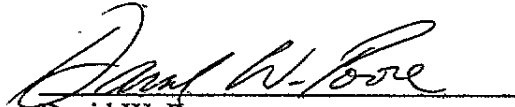
Pursuant to Florida Statutes, FIN'S RAW BAR & GRILL, LTD., hereby designates DAVID W. POORE and 6767 N. Wickham Road, Ste. 400, Melbourne, Florida 32940, as it's registered agent and the street address of it's registered office respectively, for service of process in the State of Florida.

FIN'S RAW BAR & GRILL, LTD
(a Florida Limited Partnership)
Sebastian Fin's, Inc., General Partner


David W. Poore, President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation of registered agent of FIN'S RAW BAR & GRILL, LTD for service of process within the State of Florida.


David W. Poore