

A98000000413



ACCOUNT NO. : 072100000032

REFERENCE : 668276 9643A

AUTHORIZATION

Patricia P. P.

COST LIMIT : \$ 1837.50

FILED
98 FEB 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 668276-005

CUSTOMER NO: 9643A

000002399390--0

CUSTOMER: Mr. Ronald J. Klein
SACHS, SAX & KLEIN, P.A.

P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: THE FIFTH PLANET INTERNATIONAL
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: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
98 JAN 14 AM 10:44
DIVISION OF CORPORATION

A98-413

Name Availability	<i>DL 2-13</i>
Document Examiner	<i>DL</i>
Updater	<i>DL</i>
Updater Verifier	<i>DL</i>
Acknowledgement	<i>DL</i>
W. P. Verifier	<i>DL</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1998

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

SUBJECT: THE FIFTH PLANET INTERNATIONAL GRILL, LTD.
Ref. Number: W98000001203

Please give original
submission date as file date.

We have received your document for THE FIFTH PLANET INTERNATIONAL GRILL, LTD. and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, its general partner -- FIFTH PLANET, INC. -
- must be filed in Florida.

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: 098A00002734

FILED
98 FEB 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FL 32314

RECEIVED
98 FEB 13 AM 8:36
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE FIFTH PLANET INTERNATIONAL GRILL, LTD.

a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law, as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is: **THE FIFTH PLANET INTERNATIONAL GRILL, LTD.**

2. The address of the office of the Partnership is 19641 Island Court Drive, Boca Raton, Florida 33434.

3. The name and address of the agent for service of process of the Partnership is : Peter S. Sachs, Esq., Sachs, Sax & Klein, P.A., Suite 4150 Northern Trust Plaza, 301 Yamato Road, Boca Raton, Florida 33431.

4. The name and business address of the sole General Partner is as follows:

Fifth Planet, Inc.
19641 Island Court Drive
Boca Raton, FL 33434

098-14269

5. The mailing address of the Partnership is: 19641 Island Court Drive, Boca Raton, FL 33434.

6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

7. The effective date of this Certificate of Limited Partnership shall be upon filing.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
99 FEB 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner, Fifth Planet, Inc., on this 9 day of January, 1998.

General Partner:

THE FIFTH PLANET INTERNATIONAL GRILL, LTD.

By: FIFTH PLANET, INC.
a Florida corporation, General Partner

By: [Signature]
Jason C. Kravetz
President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 9th day of January, 1998, by Jason C. Kravetz, President of Fifth Planet, Inc., General Partner of The Fifth Planet International Grill, Ltd.



CELINE A HARRIS
My Commission CC442261
Expires Feb. 28, 1999
Bonded by HAI
800-422-1555

[Signature]
Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for, The Fifth Planet International Grill, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of said Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENTS

[Signature]
Peter S. Sachs

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Jason C. Kravetz, as President of Fifth Planet, Inc., a Florida corporation, the General Partner of The Fifth Planet International Grill, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of capital contribution to the Partnership made by the initial limited partners is \$1,000,000.00

2. It is not anticipated that there will be any additional capital contributions made by the limited partner.

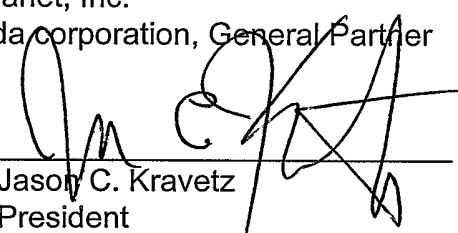
FURTHER AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER:

THE FIFTH PLANET INTERNATIONAL GRILL,
LTD.

By: Fifth Planet, Inc.
a Florida corporation, General Partner

By: 
Jason C. Kravetz
President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS:

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Jason C. Kravetz, President of the General Partner, known to be and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 9th day of January, 1998.



CELINE A HARRIS
My Commission CC442261
Expires Feb. 28, 1999
Bonded by HAI
800-422-1555


Notary Public