



THE UNITED STATES
CORPORATION
COMPANY

A98000000516

ACCOUNT NO. : 072100000032

REFERENCE : 719064 4352702

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB 25 PM 2:53

ORDER DATE : February 25, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 719064-010

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

File 2nd

DOMESTIC FILING

NAME: DEMETRIO'S EAST, LTD.

100002440441--9

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:

98 FEB 25 PM 12:21
DIVISION OF CORPORATIONS

3/K
2/25/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DEMETRIO'S EAST, LTD.
A FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 2:53

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is:

Demetrio's East, Ltd.

2. The address of the office of the limited partnership is:

3174 Gulf of Mexico Drive
Longboat Key, Florida 34228

3. The name and address of the agent for service of process on the limited partnership is:

J. Hugh Middlebrooks, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

4. The names and business addresses of the General Partners are:

JMC Restaurants, Inc.
3174 Gulf of Mexico Drive
Longboat Key, Florida 34228

P98000018302

John Tatum
4492 Oak View Drive
Sarasota, Florida 34232

5. The mailing address of the limited partnership is:

3174 Gulf of Mexico Drive
Longboat Key, Florida 34228

6. The latest date upon which the limited partnership shall dissolve is:

December 31, 2026

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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of Demetrio's East, Ltd., this the 24 day of February 1998.

GENERAL PARTNERS:

JMC Restaurants, Inc.

By: x

James M. Callan

John Tatum

[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25
PM 2:53

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Demetrio's East, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

[Signature]
"Registered Agent"

JENNIFER L-305541.1

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared J. Michael Callans, as President JMC Restaurants, Inc., a Florida corporation, and John Tatum, which are the General Partners of Demetrio East, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$1500.00. *(950.00)*
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$6000.00.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.

GENERAL PARTNERS:

JMC Restaurants, Inc.

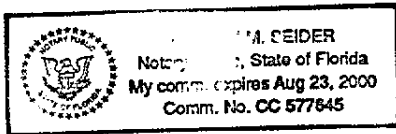
By: James M. Callans

John Tatum *[Signature]*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 2:53

SWORN TO AND SUBSCRIBED before me this 24 day of February 1998, by J. Michael Callans, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



William M Seider
Signature of Notary Public

William M Seider
Print Name of Notary Public

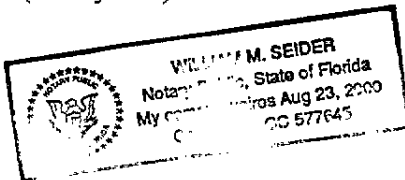
I am a Notary Public of the State of Florida, and
my commission expires on

Aug. 23, 2000.

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 25 PM 2:53

SWORN TO AND SUBSCRIBED before me this 24 day of February 1998, by John Tatum, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



William M Seider
Signature of Notary Public

William M Seider
Print Name of Notary Public

I am a Notary Public of the State of Florida, and
my commission expires on

Aug. 23, 2000.

JENNIFER L-305544.1