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FROM: CARLTON, FIELDS OF ST. PETERSBURG
CONTACT: ANNE V ELLIS
PHONE: (813)821-7000

ACCT#: 075364003002

FAX #: (813)822-3768

NAME: DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD.

AUDIT NUMBER.....H98000004515

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 6

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CARLTON FIELDS

ATTORNEYS AT LAW

BARNETT TOWER, ONE PROGRESS PLAZA
200 CENTRAL AVENUE, SUITE 2300
ST. PETERSBURG, FLORIDA 33701-4352

MAILING ADDRESS:
P.O. BOX 2861, ST. PETERSBURG, FL 33731-2861
TEL (813) 821-7000 FAX (813) 822-3768

DATE: March 9, 1998
TO: Kenny Manning
COMPANY: Division of Corporations
TELEPHONE NO.: (850) 487-6967
TELECOPIER TEL. NO.: (850) 922-4000

FROM: Joel B. Giles, Esquire
CLIENT/MATTER NO. 38229/82102
TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER): 8
Re: Amended Certificate of Limited Partnership/Copy of your letter.

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify Kimberly by telephone (at extension 275; if long distance, please call collect) and return the original message to us at the above address via the U.S. Postal Service. Thank you.

IF THERE ARE ANY PROBLEMS OR COMPLICATIONS, PLEASE NOTIFY US IMMEDIATELY AT:
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CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 9, 1998

CARLTON, FIELDS OF ST. PETERSBURG

SUBJECT: DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD.
REF: W98000005121

We have received your document for DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD. and your check(s) totaling \$420.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6967.

Kenny Manning
Corporate Specialist

FAX Aud. #: H98000004515
Letter Number: 798A00012596

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CERTIFICATE OF LIMITED PARTNERSHIP**OF****DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD.**

The undersigned, for the purpose of forming a limited partnership (the "Limited Partnership") under the provisions of Chapter 620 of the Florida Statutes, hereby agrees to the following:

ARTICLE I**Name and Address**

The name of the Limited Partnership shall be DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD. The principal place of business of the Limited Partnership and the place at which must be kept the records required by Section 620.106 of the Florida Statutes shall be at (and the mailing address of the Limited Partnership shall be) 2325 Ulmerton Road, Suite 20, Clearwater, Florida 34622.

ARTICLE II**Purpose and Powers**

Section 1. The Limited Partnership is formed for the purpose of engaging in any lawful activities or businesses for which limited partnerships may be formed under the laws of the State of Florida.

Section 2. The Limited Partnership may exercise all powers, rights, and privileges conferred on limited partnerships pursuant to the laws of the State of Florida.

ARTICLE III**Term of Existence**

The Limited Partnership shall have an existence of no more than fifty (50) years. The existence of the Limited Partnership shall commence on the date this Certificate of Limited Partnership is filed with the State of Florida Department of State. The latest date upon which the Limited Partnership is to be dissolved shall be December 31, 2048.

This instrument was prepared by:

Joel B. Giles, Esquire

Florida Bar No.: 350591

Carlton Fields

Barnett Tower

200 Central Avenue, Suite 2300

Post Office Box 2861

St. Petersburg, Florida 33731-2861

(813) 821-7000

(813) 822-3768 (Facsimile)

jgile@carltonfields.com

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ARTICLE IV
Registered Office and Agent

Section 1. The street address of the initial registered office of the Limited Partnership required to be maintained by Section 620.105 of the Florida Statutes is 200 Central Avenue, Suite 2300, Post Office Box 2861, St. Petersburg, Florida 33731-2861.

Section 2. The name of the initial registered agent of the Limited Partnership at said address, for service of process on the Limited Partnership, required to be maintained by Section 620.105 of the Florida Statutes is Joel B. Giles.

ARTICLE V
General Partner

P98000006358

The general partner of the Limited Partnership is DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, INC., a corporation organized and existing and in good standing under the laws of the State of Florida with its principal place of business at (and the mailing address of which is) 2325 Ulmerton Road, Suite 20, Clearwater, Florida 34622. As of the date of execution hereof, the general partner is maintaining an active status with the State of Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 14th day of March, 1998.

GENERAL PARTNER:

DURANGO STEAKHOUSE OF QUEEN'S
HARBOUR, INC.

By: 
JOEL B. GILES,
its Vice President

(CORPORATE SEAL)

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SENT BY:CARLTON FIELDS

; 3- 9-98 ; 4:25PM ;

CARLTON FIELDS→ Department of State:# 6/ 8

((H98000004515 6)))

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of March, 1998, by JOEL B. GILES as Vice President of DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, INC., a corporation organized and existing under the laws of the State of Florida, on behalf of the corporation, who is personally known to me, ~~or who has produced~~ as identification.

Kimberly Falge
(Sign on this line)

KIMBERLY FALGE
(Print name legibly on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: _____

EXPIRATION DATE: _____

(SEAL)



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SENT BY:CARLTON FIELDS

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his appointment and agrees to act as initial registered agent for service of process on DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD., as provided in this Certificate of Limited Partnership.



JOEL B. GILES

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(((H98000004515 6)))

AFFIDAVITSTATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this day personally appeared JOEL B. GILES ("Affiant"), who, after being by me first duly sworn as required by law, deposes and says as follows:

1. He is a Vice President of DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, INC., and has the authority to bind that entity and he is making the following statements in such capacity on behalf of DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, INC.

2. This Affidavit is being made to comply with the requirements of Section 620.108 of the Florida Statutes, and shall be filed together with the Certificate of Limited Partnership of DURANGO STEAKHOUSE OF QUEEN'S HARBOUR, LTD., (the "Certificate").

3. The total amount of the capital contributions of the limited partners as of the date of filing of the Certificate is Forty-Seven Thousand, Five Hundred and No/100ths Dollars (\$47,500.00).

4. The total amount of the capital anticipated to be contributed by the limited partners is Forty-Seven Thousand, Five Hundred and No/100ths Dollars (\$47,500.00), including the initial capital contribution of Forty-Seven Thousand, Five Hundred and No/100ths Dollars (\$47,500.00) provided in paragraph 3 above.

Affiant further states that he is familiar with the nature of an oath and with the penalties provided by law for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read, or has heard read to him, the full facts of this affidavit, and understands its content.


JOEL B. GILES

SWORN TO AND SUBSCRIBED before me this 6th day of March, 1998, by JOEL B. GILES, who is personally known to me or who has produced _____ as identification.


(Sign on this line)

KIMBERLY FALGE

(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: _____

EXPIRATION DATE: _____

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