

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

1798000000 820

Park Avenue Restaurant, Ltd.

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 -04/01/98--01019--026
 *****87.50 *****87.50

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 98 APR -1 AM 10:05
 DIVISION OF CORPORATION

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| Name | 4/1/98 |
| Liability | dec |
| Document | |
| Number | DCC |
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| Requested by | DCC |
| Name | CG |
| Date | 4/1 |
| Time | 11:00 |

- Art of Inc. File _____
- LTD Partnership File cert.
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC I or 3 File _____
- UCC II Search _____
- UCC II Retrieval _____
- Courier _____

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 98 APR -1 AM 10:10
 TALLAHASSEE, FLORIDA

\$100.00

Walk-In _____ Will Pick Up _____

CERTIFICATE OF LIMITED PARTNERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
PARK AVENUE RESTAURANT, LTD.

The undersigned make this Certificate pursuant to Section 620.180 Florida Statutes.

ARTICLE I.
NAME

This limited partnership shall be named PARK AVENUE RESTAURANT, LTD.

ARTICLE II.
OFFICE; REGISTERED AGENT

The name and address of the agent for service of process required to be maintained by Section 620.105 Florida Statutes, as well as the address of the office where records of the limited partnership will be kept shall be as follows:

Name: W. WILLIAMS
28 West Central Blvd.
P. O. Box 3444
Orlando, FL 32801

ARTICLE III.
NAME AND BUSINESS ADDRESS OF GENERAL PARTNER

The name and address of the general partner of this limited partnership is as follows:

PARK AVENUE RESTAURANT, INC. 28 West Central Blvd.
Orlando, FL 32801

P98000029833

ARTICLE IV.
NAME AND ADDRESS OF INITIAL LIMITED PARTNER

The name and address of the initial limited partner is as follows:

MARILYN B. WILLIAMS, TRUSTEE 28 West Central Blvd.
Orlando, FL 32801

ARTICLE V.
LOCATION; MAILING ADDRESS

The location and mailing address of this limited partnership shall be 28 West Central Blvd., Orlando, FL 32801.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.
DURATION OF THE PARTNERSHIP

The partnership shall commence upon the filing of this Certificate of Limited Partnership and shall continue until December 31, 2013 unless terminated at an earlier date.

ARTICLE VII.

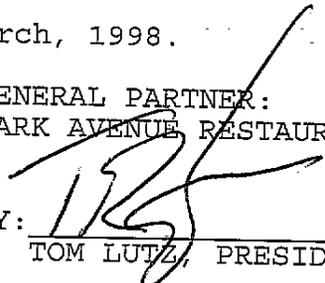
The business and purpose of the partnership is to invest in, operate, own, lease and improve interests in real estate.

ARTICLE VIII.
CONTRIBUTION

The contribution of the initial limited partner in this partnership shall be \$100.00 cash. The limited partner has not agreed to make any additional contributions to the partnership. The contribution of each limited partner, subject to the provisions set forth in the limited partnership agreement, is to be returned to him or her upon dissolution of the partnership. No limited partner has the right to demand and receive property other than cash in return for his or her contribution.

Dated this 31st day of March, 1998.

GENERAL PARTNER:
PARK AVENUE RESTAURANT, INC.

BY: 
TOM LUTZ, PRESIDENT

ORIGINAL LIMITED PARTNER

BY: 
MARILYN B. WILLIAMS, TRUSTEE

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

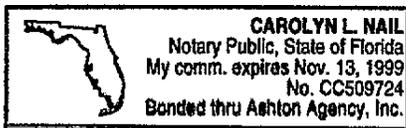
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid, to take acknowledgments, personally appeared, TOM LUTZ, known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and he acknowledged to me and before me that he executed the foregoing instrument as President of PARK AVENUE RESTAURANT, INC.

FILED
MAR 1 1998
ORANGE COUNTY, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid, to take acknowledgments, personally appeared, MARILYN WILLIAMS, known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership, and she acknowledged to me and before me that she executed the foregoing instrument as Trustee of PARK AVENUE RESTAURANT, INC.

WITNESS my hand and official seal in the County and State last aforesaid this 3/17 day of March, 1998.



Carolyn L. Nail
NOTARY PUBLIC
Print Name: *Carolyn L. Nail*
My commission Expires 11-13-99.

Acceptance of designation as Registered Agent:

Warren E. Williams does hereby accept the foregoing designation as registered agent for the corporation for services of process as do the above corporation, 28 West Central Boulevard, P. O. Box 3444, Orlando, FL 32801

[Handwritten Signature]
WARREN E. WILLIAMS

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APR - 1 AM 11:19
STATE OF FLORIDA
ORANGE COUNTY