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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: CHOICE RESTAURANT ACQUISITION LTD.

AUDIT NUMBER.....H98000008780

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**CHOICE RESTAURANT ACQUISITION LTD.**  
a Florida limited partnership

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

1. The name of the limited partnership is CHOICE RESTAURANT ACQUISITION LTD. (the "Partnership").
2. The address of the office of the Partnership is c/o Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
3. The name and address of the agent for service of process on the Partnership is B & C Corporate Services, Inc., Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- 998-41579 4. The name and mailing address of the general partner is Choice Restaurant Management Corp., c/o Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
5. The mailing address of the Partnership is c/o Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
6. The latest date upon which the Partnership will dissolve is May 1, 2068.

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.

Prepared By:  
Linda C. Frazier  
Florida Bar Number 0990035  
Broad and Cassel  
Miami Center, Suite 3000  
201 S. Biscayne Boulevard  
Miami, Florida 33131

(305) 373.9400

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of Choice Restaurant Acquisition Ltd. this \_\_\_ day of May, 1998.

**GENERAL PARTNER:**

**CHOICE RESTAURANT MANAGEMENT  
CORP.**

By: *[Signature]*

Name: Vice President

Title: Vice President

DERMOT COUGHLIN

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for CHOICE RESTAURANT ACQUISITION LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the 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 AGENT**

**B & C CORPORATE SERVICES, INC.**

By: *[Signature]*

Linda C. Frazier, Vice President

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TALLAHASSEE, FLORIDA

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

BEFORE ME, the undersigned personally appeared Dermot G. Coughlan,  
Vice-President of CHOICE RESTAURANT  
MANAGEMENT CORP., constituting the sole general partner of CHOICE  
RESTAURANT ACQUISITION LTD., a Florida limited partnership, who upon being  
duly sworn, certified that the total initial amount of capital contributions and  
anticipated capital contributions by the limited partners is \$3,000,000.

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

GENERAL PARTNER:

CHOICE RESTAURANT MANAGEMENT  
CORP.

By: [Signature]  
Name: DERMOT COUGHLAN  
Title: Vice President

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The foregoing instrument was acknowledged before me this 7th day of May,  
1998, by Dermot G. Coughlan as Vice-President of Choice Restaurant  
Management Corp., a Florida corporation, on behalf of the corporation. He is  
personally known to me or has produced \_\_\_\_\_ as identification.

[Signature]  
(Signature of Notary Public)

Mark J. Young  
(Typed name of Notary Public)

Notary Public, State of \_\_\_\_\_

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_

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