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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

CONTACT: JULIE RUFF

PHONE: (305)358-5900

FAX #: (305)358-4842

NAME: GRILL, LTD.

AUDIT NUMBER.....H98000012659

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**MURAI WALD BIONDO & MORENO**

PROFESSIONAL ASSOCIATION  
ATTORNEYS

900 INGRAHAM BUILDING  
25 SOUTHEAST 2ND AVENUE  
MIAMI, FLORIDA 33131

TEL: (305) 358-5900  
FAX: (305) 358-9490  
E-MAIL: MWBM@GATE.NET

July 9, 1998

Secretary of State  
Division of Corporations

VIA TELEFAX  
850-922-4000

Electronic Filing Section

Re: GRLL, LTD.  
Fax Audit # H98000012659

Dear Sir/Madam:

Attached for electronic filing with the Secretary of State is Certificate of Limited Partnership for GRLL, Ltd. (the "Partnership").

The purpose of this letter is to advise that GRLL, Inc. is the General Partner of the Partnership, which Articles of Incorporation were filed on July 8, 1998 and assigned article number P98000060431. Therefore, there should not be a conflict as to the name of the Partnership not being available for creation of the Partnership as GRLL, Inc. and the Partnership are related entities.

Should you have any questions, please do not hesitate to call.

Sincerely,

*Gerald J. Biondo*  
Gerald J. Biondo

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THIS INSTRUMENT PREPARED BY:  
Gerald J. Biondo, Esq.  
FL Bar #: 154713  
Murai Wald Biondo & Moreno P.A.  
25 Southeast Second Avenue, Suite 900  
Miami, Florida 33131  
(305) 358-5900

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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
GRLL, LTD.

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is GRLL, LTD.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751.
4. The name and principal place of business of the General Partner:

General Partner: GRLL, Inc.  
c/o Christopher DelGuidice  
1101 North Destiny Drive  
Suite 400  
Maitland, Florida 32751

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of *cash* initially contributed by the Limited Partners is \$1,000.00.

7. The Limited Partners are not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is:

Christopher DelGuidice  
1101 N. Lake Destiny Drive  
Suite 400  
Maitland, Florida 32751

07/09/98 THU 10:21 FAX 3053589490

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Fax Audit # H98000012659

IN WITNESS WHEREOF, the undersigned, being duly sworn, have  
certified, sworn to and agreed to the foregoing this 6 day of  
July, 1998.

GENERAL PARTNER:

GRLI, Inc., a Florida  
corporation

By: Christopher DelGuidice  
Christopher DelGuidice,  
President

STATE OF FLORIDA )  
COUNTY OF ORANGE ) : ss.

The foregoing instrument was acknowledged before me this 6 day  
of July, 1998 by Christopher DelGuidice, as President of  
GRLI, Inc. on behalf of the corporation. He is personally known to  
me or has produced M/A as identification.

Donald L. Kafka  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

My Commission expires:

G:\DELGUIDI\LOTUS\CERTIFIC



Donald L. Kafka  
MY COMMISSION # 00601193 EXPIRES  
November 24, 2000  
BONDED THRU TROY FAUN INSURANCE, INC.

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CERTIFICATE OF REGISTERED AGENT  
OF  
GRLL, LTD.

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:

That GRLL, LTD. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Maitland, County of Orange, State of Florida, has named Christopher DelGuidice, 1101 North Lake Destiny Drive, Suite 400, Maitland, Florida 32751, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 8 day of JULY, 1998.

  
Christopher DelGuidice

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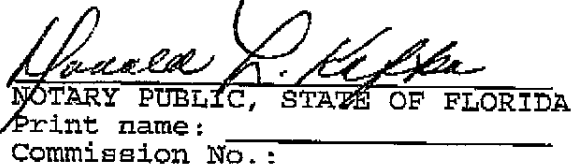
BEFORE ME, the undersigned authority, personally appeared Christopher DelGuidice, who being duly sworn deposes and states as follows:

1. That he is the President of GRLL, INC., the sole general partner in the partnership known as GRLL, LTD.
2. That the amount of Cash contributed by the limited partner is \$1,000.00, which amount is the total amount anticipated to be contributed by the limited partners.
3. Further Affiant sayeth naught.

  
Christopher DelGuidice

STATE OF FLORIDA )  
COUNTY OF ORANGE ) : ss.

The foregoing instrument was acknowledged before me this day of July, 1998 by CHRISTOPHER DELGUIDICE, who personally known to me or who has produced W/P as identification.

  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

My Commission expires:

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Donald L. Kafka  
MY COMMISSION # CC601193 EXPIRES  
November 24, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

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