8000002267 **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 981017 80983A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 1, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 981017-005

CUSTOMER NO: 80983A

CUSTOMER: Geraldine A. Mills, Legal Asst

GREENE DONNELLY SCHERMER TIPTON & MOSELY, P.A.

Suite 400

1301 6th Avenue West Bradenton, FL 34205

100002653371--0 -10/0<u>1/</u>98--01052--006

DOMESTIC FILING

NAME:

BISTROW AT ISLAND'S END, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS

***1578.50 ***1578.50

CERTIFICATE OF LIMITED PARTNERSHIP OF BISTRO AT ISLAND'S END, LTD.

BISTRO AT ISLAND'S END, LTD.

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

The name of the limited partnership ("Partnership") is: Bistro at Island's End, Ltd.

The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.106 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is:

1001 3rd Avenue W, Suite 400 Bradenton, Florida 34205

The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is

Thomas W. Sean Murphy 10101 Gulf Drive Anna Maria, Florida 34216

The name and address of the General Partner is as follows:

Name

Island Bistro, Inc.

P48000069602

Address

1001 3rd Avenue W, Suite 400

Bradenton, Florida 34205

The mailing address for the Partnership is as follows:

1001 3rd Avenue W, Suite 400 Bradenton, Florida 34205

The latest date upon which the Partnership is to dissolve is December 31, 2033, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed by hand and seal to this Certificate this 30th day of September, 1998.

GENERAL PARTNER:

ISLAND BISTRO, INC.

Name: Thomas W. Sean Murphy

Title: President

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 620.105, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited partnership is:

Bistro at Island's End, Ltd. 1001 3rd Avenue W, Suite 400 Bradenton, Florida 34205

2. The name and address of the registered agent and office is:

Thomas W. Sean Murphy 10101 Gulf Drive Anna Maria, Florida 34216

Island Bistro, Inc.

Name: Thomas W. Sean Murphy

Title: President

Date: September 30, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Registered Agent

Date: September 30, 1998

gm\murphy\eddieb\agent.ltd

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Island Bistro, Inc., constituting the sole general partner of Bistro at Island's End, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$212,500.00.

This 30th day of September, 1998.

FURTHER AFFIANT SAYETH NOT.

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

ISLAND BISTRO, INC

Name: Thomas W. Sean Murphy

Title: President

STATE OF FLORIDA COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 30th day of September, 1998, by Thomas W. Sean Murphy, as President of Island Bistro, Inc., a Florida corporation, the general partner of Bistro at Island's End, Ltd., a Florida limited partnership, on behalf of the corporation.

Personally Known OR Produced Identification

Type of Identification Provided:

Notary Public, State of Florida

Printed Name:

My Commission Expires Commission No.

GERALDINE A. MILLS Notery Public, State of Florida My comm. expires May 14, 2000 Comm. No. CC554780

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