



THE UNITED STATES
CORPORATION
COMPANY

A99000000436

ACCOUNT NO. : 072100000032

REFERENCE : 168270 159327A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 1837.50

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:14

ORDER DATE : March 15, 1999

ORDER TIME : 10:30 AM

ORDER NO. : 168270-005

CUSTOMER NO: 159327A

CUSTOMER: Ms. Kathy Fehr
TRALINS & ASSOCIATES P.A.
TRALINS & ASSOCIATES P.A.
Suite 3310
2 South Biscayne Boulevard
Miami, FL 33131

400002805874--7

DOMESTIC FILING

NAME: MAYYA RESTAURANT & CAFE,
LIMITED

(3)

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

1316 3/17/99
RECEIVED
99 MAR 15 AM 11:22
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 15, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MAYYA RESTAURANT & CAFE, LIMITED
Ref. Number: W99000006250

We have received your document for MAYYA RESTAURANT & CAFE, LIMITED and the authorization to debit your account in the amount of \$1837.50. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, its corporate general partner -- MAYYA RESTAURANT & CAFE, INC. -- must be registered with the Division of Corporations.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 299A00012393

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:44

RECEIVED
99 MAR 17 PM 1:37
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAYYA RESTAURANT & CAFE, LIMITED**

FILED - STATE
SECRETARY OF CORPORATIONS
DIVISION OF PUBLIC REGISTRATION
99 MAR 17 PM 4:14

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, do hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the Limited Partnership ("Partnership") is:

MAYYA RESTAURANT & CAFE, LIMITED

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.016 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is: 501 Lincoln Road, Miami Beach, Florida 33139.

3. The name and address of the agent for service of process required by Section 630.015 if the Act is: MYLES J. TRALINS, ESQ., Tralins & Associates, P.A., One Biscayne Tower, Suite #3310, 2 South Biscayne Boulevard, Miami, Florida 33131.

4. The name and business address of the General Partner if the Partnership is as follows:

| <u>General Partner</u> | <u>Business Address</u> |
|---|--|
| Mayya Restaurant & Cafe, Inc., a Florida corporation | 501 Lincoln Road Miami Beach, Florida |

899000024635

5. The mailing address for the Partnership is as follows:

501 Lincoln Road
Miami Beach, Florida 33139

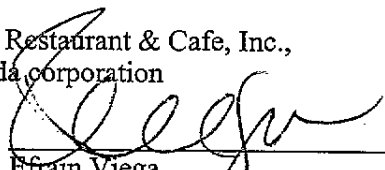
6. The latest date upon which the Partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, I have hereunto subscribed by hand and seal to this certificate on February 3, 1999.

GENERAL PARTNER:

Mayya Restaurant & Cafe, Inc.,
a Florida corporation

By:


Efraim Viega,
President of Mayya Restaurant & Cafe, Inc.

Attest:


William Bean,
Secretary of Mayya Restaurant & Cafe, Inc.

**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
MAYYA RESTAURANT & CAFE, LIMITED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:44

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared EFRAIN VIEGA, President and WILLIAM BEAN, Secretary of Mayya Restaurant & Cafe, Inc., the General Partner of MAYYA RESTAURANT & CAFE, LIMITED ("Partnership"), a Florida Limited Partnership, who, being first duly sworn, state as follows:

The Limited Partners' contributions to the Partnership total \$100.00 at this time; it is anticipated that there will be future contributions of the Limited Partners so that the total contributions to the Partnership will be \$1,600,000.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

Mayya Restaurant & Cafe, Inc.,
a Florida corporation

By: _____

Efrain Viega,
President of Mayya Restaurant & Cafe, Inc.

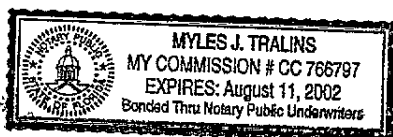
Attest: _____

William Bean,
Secretary of Mayya Restaurant & Cafe, Inc.

SUBSCRIBED TO AND SWORN to before me
on February 3, 1999

Notary Public, State of Florida

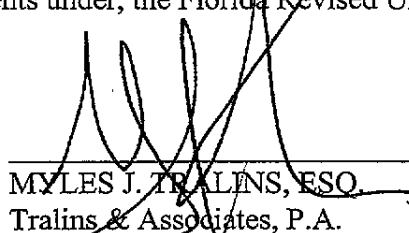
My Commission Expires:



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT
MAYYA RESTAURANT & CAFE, LIMITED**

THE UNDERSIGNED, named as the agent for service of process in Paragraph 3 of the Certificate of Limited Partnership of **MAYYA RESTAURANT & CAFE, LIMITED**, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 4:44



MYLES J. TRALINS, ESQ.
Tralins & Associates, P.A.
One Biscayne Tower, Suite #3310
2 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 374-3300