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Oct 13-99 10:58a From: CARLTON FIELDS-ST.PETE 727-822-3768 T-327 P.01/0 F-928

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FLORIDA LIMITED PARTNERSHIP

HI Limited Partnership

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HI LIMITED PARTNERSHIP**

This Certificate of Limited Partnership ("*Certificate*") is executed by HOOTERS, INC., a Florida corporation (the "*General Partner*"), the sole General Partner of HI LIMITED PARTNERSHIP, a Florida limited partnership (the "*Limited Partnership*"), on behalf of and as the act of the Limited Partnership, and is to be filed pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The undersigned General Partner certifies as follows:

- 1. The name of the Limited Partnership is "HI Limited Partnership".
- 2. The address of the office required to be maintained by Section 620.105(1), *Florida Statutes*, is:

HI Limited Partnership, c/o Hooters, Inc.  
26133 U.S. Highway 19 North, Suite 100  
Clearwater, Florida 33763

- 3. The name and address of the Limited Partnership's agent for service of process required by Section 620.105(2), *Florida Statutes*, is:

Neil G. Kiefer  
26133 U.S. Highway 19 North, Suite 100  
Clearwater, Florida 33763

- 4. The name and business address of the sole General Partner of the Limited Partnership is:

<u>Name</u>	<u>Address</u>
Hooters, Inc. G31456 (Florida document No. G31456)	26133 U.S. Highway 19 North, Suite 100 Clearwater, Florida 33763

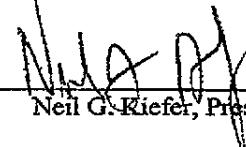
- 5. The mailing address of the Limited Partnership is:

HI Limited Partnership, c/o Hooters, Inc.  
26133 U.S. Highway 19 North, Suite 100  
Clearwater, Florida 33763

- 6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2029.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Certificate on October 13, 1999, and hereby certifies under penalties of perjury that the facts stated herein are true.

**HOOTERS, INC.**, a Florida corporation,  
sole General Partner of **HI LIMITED  
PARTNERSHIP**, a Florida limited partnership

By:   
Neil G. Kiefer, President

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for HI Limited Partnership, a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, the undersigned hereby accepts the appointment as registered agent, and states that he is familiar with and accepts the obligations of the position as registered agent and agrees to act in that capacity.

Dated: October 13, 1999

  
\_\_\_\_\_  
Neil G. Kiefer

**AFFIDAVIT OF LIMITED PARTNER CAPITAL CONTRIBUTIONS**

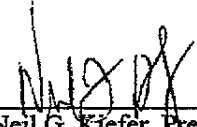
STATE OF FLORIDA            )  
COUNTY OF PINELLAS        )

BEFORE ME, the undersigned authority, personally appeared Neil G. Kiefer, the President of Hooters, Inc., a Florida corporation, who, upon first being duly sworn, deposes and says:


That he is the President of Hooters, Inc., the sole General Partner of HI Limited Partnership, and has the authority to make this Affidavit of Limited Partner Capital Contributions on its behalf; and

The amount of capital contributions of the limited partners and the total amount anticipated to be contributed by all limited partners is \$70,000.

FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
Neil G. Kiefer, President of Hooters, Inc.,  
sole General Partner of HI Limited  
Partnership, a Florida limited partnership

SUBSCRIBED TO AND SWORN before me this 13 day of October, 1999.

  
\_\_\_\_\_  
Notary Public

LUCILLE GRINNELL  
\_\_\_\_\_  
Typed/Printed Name of Notary Public

My commission expires:

