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FOREIGN LIMITED PARTNERSHIP
SOUTH BEACH RESTAURANT ASSOCIATES, L.P.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 16, 2001

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SUBJECT: SOUTH BEACH RESTAURANT ASSOCIATES, L.P.
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Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. SOUTH BEACH RESTAURANT ASSOCIATES, I.P.
(Name of limited partnership as it is in the home state;
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. June 24, 1988
(State of Formation) (Date of Formation)
5. Louis J. Terminello, Esq.
(Name of Registered Agent for Service of Process)
6. TERMINELLO & TERMINELLO, P.A.
(Street Address of Registered Office)
2700 S.W. 37th Avenue
Miami, Florida 33133
(City) (Zip Code)

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7. Acceptance by the Registered Agent for Service of Process.

(Agent must sign on this line)
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue, Miami, FL 33133
 (Address of registered office required in state of formation or, if not required, address of principal office.)

8. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

SOUTH BEACH RESTAURANT ASSOCIATES CORP. 1901 Collins Avenue
701000000060 Miami Beach, FL 33139

10. 1901 Collins Avenue, Miami Beach, FL 33139
(Office where Names, Addresses and Contributions of Limited Partners are kept)

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11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 1901 Collins Avenue, Miami Beach, FL 33139
(Mailing Address of Limited Partnership)

01 JAN 16 PM 5:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

This 8th day of January, 192001

Ira Yohalem, Treasurer, South Beach Restaurant Associates Corp., General Partner
General Partner

STATE OF NEW YORK

COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day

of January, 192001, by Ira Yohalem of
(Name of General Partner)

as Treasurer, South Beach Restaurant Associates, a Delaware
(Name of Limited Partnership)

Corp., General Partner, South Beach Restaurant Associates, L.P.

Limited Partnership.

E. Richard Baum
Notary Public

E. RICHARD BAUM
Notary Public, State of New York
No. 4953693
Qualified in New York County
Commission Expires July 24, 2001

State of New York at Large

(SEAL)

My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Ira Yohalem, Treasurer, a general partner of South Beach Restaurant, a (arg) Associates, L.P. limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 400,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 400,000.

This 8th day of January, 192001

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Ira Yohalem
General Partner

Ira Yohalem, Treasurer, South Beach Restaurant Associates Corp.,

State of New York GENERAL PARTNER, South Beach Restaurant Associates, L.P.

County of New York

Date Jan 8, 2001

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared IRA YOHALEM (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th day of January, 192001.

E. Richard Balm
Notary Public

E. RICHARD BALM
Notary Public, State of New York
No. 4953633
Qualified in New York County
Commission Expires July 24, 2001

Seal

State of _____ at Large

My commission expires: _____

401000006073