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FLORIDA/FOREIGN LP/LLP

Grace Restaurant Partners II, LP

Certificate of Status	0
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The name of the foreign limited partnership is Grace Restaurant Partners II, LP.
2. The name under which the limited partnership proposes to register or transact business in Florida is Grace Restaurant Partners II, Ltd.
(must contain the word "LIMITED" or "LTD.")
3. The limited partnership was formed under the laws of the State of Delaware.
4. The limited partnership was formed on May 10, 2007.
5. The name of the Registered Agent for service of process is: Edward P. "Ned" Grace III.
6. The street address of the registered office is:

Sun Trust Center Suite 1850
200 South Orange Avenue
Orlando, Florida 32801

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

By: C. P. Grace III
Edward P. "Ned" Grace III

8. The address of the registered office required in state of formation or, if not required, address of principal office is:

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801

9. The names and street addresses of the general partners are as follows:

Grace Restaurant Partners II, LLC
Sun Trust Center Suite 1850
200 South Orange Avenue
Orlando, Florida

10. The office where names, addresses and contributions of limited partners are kept is: Sun Trust Center Suite 1850, 200 South Orange Avenue, Orlando, Florida 32801.
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

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12. The mailing address of the limited partnership is: Sun Trust Center, Suite 1850, 200 South Orange Avenue, Orlando, Florida 32801.
13. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.

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

Signed this 21st day of May, 2007.

Grace Restaurant Partners II, LLC

By: C. P. Grace III
Edward P. "Ned" Grace III, Member and
Authorized Representative

(General Partner)

STATE OF FLORIDA
COUNTY OF Orange

On this 21st day of May, 2007, personally appeared before me, Edward P. "Ned" Grace III Member of Grace Restaurant Partners II, LLC, general partner of Grace Restaurant Partners II, LP, who is personally known to me or whose identity I proved on the basis of

[Signature]
Notary Public Signature

(Notary's Printed Name)



My commission expires: _____

(SEAL)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Grace Restaurant Partners II, LLC.
2. The name and the Florida street address of the registered agent and office are:

Edward P. "Ned" Grace III
Sun Trust Center, Suite 1850
200 South Orange Avenue
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.



Edward P. "Ned" Grace III

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRACE RESTAURANT PARTNERS II, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4350902 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5682755

DATE: 05-17-07

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