

B98000000495



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032
REFERENCE : 912252 4303929
AUTHORIZATION : *Patricia Pizub*
COST LIMIT : \$ 780.50

FILED
98 AUG -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 31, 1998

ORDER TIME : 1:09 PM

ORDER NO. : 912252-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

000002604870--2

FOREIGN FILINGS

- p.o. add.
- RA sign.

NAME: SHULA'S STEAK HOUSE, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

Name	<i>Deborah Schroder</i>
Availability	
Document	
Exa	CONTACT PERSON: Deborah Schroder
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

693.00
FILING 693.00
C. COPY 52.50
R. AGENT 35.00
TOTAL 780.50
BALANCE DUE \$
REFUND \$

RECEIVED
98 JUL 31 PM 3:20
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

CSC

TALLAHASSEE, FL

SUBJECT: SHULA'S STEAK HOUSE, L.P.
Ref. Number: W98000017489

FILED
98 AUG -3 AM 9:07
TALLAHASSEE, FLORIDA

We have received your document for SHULA'S STEAK HOUSE, L.P. and the authorization to debit your account in the amount of \$780.50. However, the document has not been filed and is being returned for the following:

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

The registered agent must sign accepting the designation.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 898A00040419

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. SHULA'S STEAK HOUSE, L.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. PERPETUAL
(State of Formation) (Date of Formation)
5. CORPORATION SERVICE COMPANY
(Name of Registered Agent for Service of Process)
6. 1201 HAYS STREET
(Street Address of Registered Office)
- TALLAHASSEE, Florida 32301-2607
(City) (Zip Code)

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

Nelora N. Skipper, as agent
(Agent must sign on this line)

8. 1013 Centre Road, Wilmington, DE 19805-1297
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

SHULA GP, INC.

6843 MAIN STREET, MIAMI LAKES, FL 33014

10. 6843 MAIN STREET, MIAMI LAKES, FL 33014
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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. 6843 MAIN STREET.
MIAMI LAKES, FL 33014

(Mailing Address of Limited Partnership)

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.

This day of 30th, JULY

SHULA GP, INC.

[Signature]
General Partner

STATE OF FLORIDA

COUNTY OF MIAMI DADE

On this 30th day of JULY, 19 98, DAVID YOUNTS

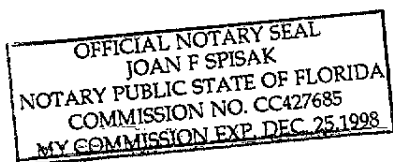
personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



[Signature]
(Notary Public Signature)
JOAN F. SPISAK
(Notary's Printed Name)

Seal

My Commission Expires: 12/25/98

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

SHULA GP, INC.

BY:

BEFORE ME the undersigned personally appeared David Younts, its President
a general partner of SHULA'S STEAK HOUSE, L.P.; *a (an)* DELAWARE *limited partnership*
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 99,000.00.

Under the 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.

This _____ day of JULY, 1998.

SHULA GP, INC.

By: [Signature]

General Partner

President

FILED
98 AUG -3 AM 9:07
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MIAMI DADE

On this 30th day of JULY, 19 98,

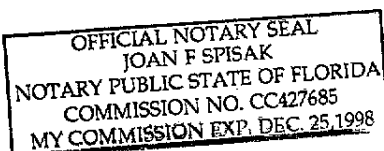
personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



[Signature]
(Notary Public/Signature)

JOAN F. SPISAK
(Notary's Printed Name)

Seal

My Commission Expires: 12/25/98