

08-04-06 14:57

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Phone : (305)810-2542
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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

SHULA'S STEAK HOUSES, L.P.

Certificate of Status	0
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SECRETARY OF STATE
DIVISION OF CORPORATIONS



August 3, 2006

FLORIDA DEPARTMENT OF STATE
Division of CorporationsSHULA'S STEAK HOUSES, L.P.
6843 MAIN STREET
MIAMI LAKES, FL 33014SUBJECT: SHULA'S STEAK HOUSES, L.P.
REF: B98000000495

*Stated in
Certificate of
Second Amendment attached.
new general partner
as per Certificate
of Merger filed
08/02/06.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must identify the new LLP name. The general partner for this limited partnership is SHULA GP, INC., not SHULA SPORTS, LLC according to the records of this office. The document must be signed by the current general partner.

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) 245-6853.

Leslie Sellers
Document SpecialistFAX Aud. #: H06000195260
Letter Number: 006A00048618

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P.O. BOX 6327 - Tallahassee, Florida 32314



*Abi WATTS-
Fitzgerald*

August 7, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHULA'S STEAK HOUSES, L.P.
6843 MAIN STREET
MIAMI LAKES, FL 33014

SUBJECT: SHULA'S STEAK HOUSES, L.P.
REF: B98000000495

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6853.

Leslie Sellers
Document Specialist

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DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

**CERTIFICATE OF SECOND AMENDMENT
TO
APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA
OF
SHULA'S STEAK HOUSES, L. P.**

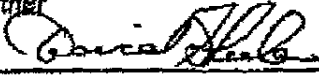
Pursuant to the provisions of Section 620.1910, Florida Statutes, SHULA'S STEAK HOUSES, L. P., a Delaware limited partnership ("Limited Partnership"), whose Application By Foreign Limited Partnership For Authorization To Transact Business In Florida ("Application") was filed with the Florida Department of State on August 3, 1998, hereby amends its Application in the following particular:

- A. The Limited Partnership elects to be a limited liability limited partnership.
- B. This Certificate of Second Amendment to the Application shall be effective as of the date of filing with the Florida Department of State, and was duly executed and is being filed in accordance with section 620.1910, Florida Statutes.
- C. The name of the Limited Partnership shall be "Shula's Steak Houses, LLP."

IN WITNESS WHEREOF, this Certificate has been executed this 4th day of August, 2006.

SHULA'S STEAK HOUSES, L.P.

By: SHULA SPORTS, LLC, a Florida
limited liability company, its General
Partner

By: 
David Shula, President

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE STATEMENT OF QUALIFICATION OF "SHULA'S STEAK HOUSES, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF AUGUST, A.D. 2006, AT 1:57 O'CLOCK P.M.

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060725411

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4963288

DATE: 08-09-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:57 PM 08/02/2008
FILED 01:57 PM 08/02/2008
SRV 060725411 - 2927137 FILE

STATEMENT OF QUALIFICATION

OF

SHULA'S STEAK HOUSES, L.P.
(a Delaware limited partnership)

Pursuant to Section 17-214 of the Delaware Revised Uniform Limited Partnership Act (the LP Act) and Section 15-1001 of the Delaware Revised Uniform Partnership Act (the Act), Shula's Steak Houses, L.P., a Delaware limited partnership, hereby files this Statement of Qualification:

1 The name of the Limited Partnership is Shula's Steak House, LLP (the "Partnership")

2 The address of the registered office of the Partnership is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name and address of the registered agent for service of process required to be maintained by Section 15-111 of the Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

3 The number of partners in the Partnership are one (1) general partner and two(2) limited partners.

4 The Partnership elects to be a limited liability limited partnership

5 The effective date of this election shall be on the date of filing with the Delaware Secretary of State

IN WITNESS WHEREOF, this Statement of Qualification has been executed on behalf of the Partnership by its respective sole general partner as of July 17, 2008

SHULA'S STEAK HOUSES, L.P

-By Shula GP, Inc., its sole general partner

By 
David Younis
President

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