

M 04000002529

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

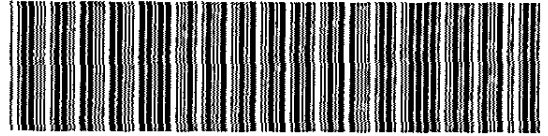
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700038229167

06/28/04--01031 --004 \*\*125.00

DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED 04 JUN 28 PM 2:36  
04 JUN 28 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*[Handwritten signature]*

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #

FILED  
04 JUN 28 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

File 1st

1. Grace Restaurant Partners LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☒ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT  
BUSINESS IN THE STATE OF FLORIDA:

1. The name of the Foreign Limited Liability Company is Grace Restaurant Partners LLC.
2. The Limited Liability Company was formed under the laws of the State of Delaware.
3. The Limited Liability Company was formed on February 27, 2002.
4. The Limited Liability Company will exist perpetually.
5. The address of the principal office is:

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

6. The name of the Registered Agent for service of process is: Edward P. "Ned" Grace III.
7. The street address of the registered office is:

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

8. The Limited Liability Company is a member-managed company.
9. <sup>name and</sup> The usual business address of the managing member is:

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

10. 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.
11. The nature of business or purpose to be conducted or promoted in Florida is investment.

FILED  
04 JUN 28 PM 2:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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 15<sup>th</sup> day of June, 2004.

Grace Restaurant Partners, 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 15<sup>th</sup> day of June, 2004, personally appeared before me, Edward P. "Ned" Grace III Member of Grace Restaurant Partners, LLC, general partner of Grace Restaurant Partners I, LP, X who is personally known to me or — whose identity I proved on the basis of

Sharon H. Helm  
Notary Public Signature

Sharon H. Helm  
(Notary's Printed Name)

My commission expires: 8/21/06

(SEAL)



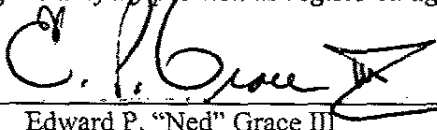
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

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, 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

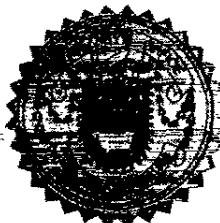
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRACE RESTAURANT PARTNERS, LLC" 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 SIXTEENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3496767 8300

AUTHENTICATION: 3175757

040446216

DATE: 06-16-04