

Steven A. Landy, Esq.  
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August 30, 2016

**VIA OVERNIGHT UPS**

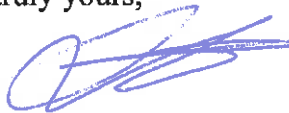
Mr. Luis Martinez  
Senior Executive Vice President  
The Graham Companies  
6843 Main Street  
Miami Lakes, Florida 33014

**Re: Opinion of Title for Main Street Phase IV Plat**

Dear Luis:

Enclosed please find an original opinion of title for the Town.

Very truly yours,

  
Steven A. Landy

SAL/ac  
Enclosure

*MIA 185457181v1*

## OPINION OF TITLE

**To: Town of Miami Lakes**

With the understanding that this Opinion of Title is furnished to the Town of Miami Lakes, as an inducement for a subdivision plat covering the real property hereinafter described, it is hereby certified that I have examined the following: (i) Chicago Title Insurance Loan Policy No. 72002-7414 with an effective date of December 22, 2009, (ii) Chicago Title Insurance Loan Policy No. 72002-7413 and Endorsement to Chicago Title Insurance Loan Policy No. 72002-7413, with an effective date of December 28, 2010, (iii) Chicago Title Insurance Loan Policy No. 10146202000040 with an effective date of April 7, 1992, (iv) and (ii) Attorneys' Title Fund Services, LLC certified attorney title information (collectively, the "Title Evidence"), which Title Evidence covers the period from the beginning to August 15, 2016 at 11:00 PM. ("Effective Date"), inclusive, of the following described real property:

**See Exhibit "A" attached hereto and made a part hereof.**

I am of the opinion that on the last mentioned date, the fee simple title to the above-described real property was vested in:

The Graham Companies, a Florida corporation

**Note: For Limited Partnership, Limited Liability Company or Joint Venture indicate parties comprising the Limited Partnership, Limited Liability Company or Joint Venture and identify who is authorized to execute.**

Subject to the following encumbrances, liens and other exceptions (If "none" please indicate):

**1. RECORDED MORTGAGES:**

- a. Amended, Restated, and Consolidated Mortgage and Spreader Agreement, Assignment of Leases and Rents, Security Agreement, and Financing Statement given by The Graham Companies, a Florida corporation to The Guardian Life Insurance Company of America, a New York corporation dated December 21, 2009, and recorded December 22, 2009 in Official Records Book 27125, Page 474, of the Public Records of Miami-Dade County, Florida.
- b. Assignment of Leases and Rents given by The Graham Companies, a Florida corporation to The Guardian Life Insurance Company of America, a New York corporation dated December 21, 2009 and recorded December 22, 2009 in Official Records Book 27125, Page 528 of the Public Records of Miami-Dade County, Florida.
- c. UCC-1 Financing Statement given by The Graham Companies, a Florida corporation, as debtor, to The Guardian Life Insurance Company of America, a New York corporation, as secured party recorded December 22, 2009 in Official Records Book 27125, Page 542 of the Public Records of Miami-Dade County, Florida.

2. **RECORDED CONSTRUCTION LIENS, CONTRACT LIENS AND JUDGMENTS:**

NONE

3. **GENERAL EXCEPTIONS:**

- i) Taxes for the year 2016 and subsequent years and taxes or special assessments which are not shown as existing liens by the public records.
- ii) Rights or claims of parties in possession not shown by the public records.
- iii) Encroachments, overlaps, boundary line disputes, and any other matters which would be disclosed by an accurate survey and inspection of the premises.
- iv) Easements or claims of easements not shown by the public records.
- v) Any lien, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
- vi) Any outstanding assessments in favor of Miami-Dade County, Florida, any special taxing district and any municipality.
- vii) Zoning and other restrictions imposed by governmental authority.
- viii) Any lien provided for by Florida Statutes in favor of any city, town, village or port authority for unpaid service charges for service by any water, sewer, waste or gas system supplying the land or service facilities.

4. **SPECIAL EXCEPTIONS:**

- 1) Restrictions, conditions, reservations, easements and other matters contained on the Plat of MIAMI LAKES TOWN CENTER THREE-EAST, as recorded in Plat Book 163, Page 84, Public Records of Miami-Dade County, Florida.
- 2) Easement to Florida Power & Light Company recorded March 20, 2006 in Official Records Book 24341, Page 1803.
- 3) Grant of Easement to Miami-Dade County, Florida recorded in Official Records Book 25252, Page 3542.
- 4) Grant of Easement to Miami-Dade County, Florida recorded in Official Records Book 25252, Page 3571.
- 5) Declaration of Restrictions (Cross Parking Commercial) recorded in Official Records Book 18452, Page 1732.
- 6) Grant of Easement to Miami-Dade County dated December 1, 1999 as recorded in Official Records Book 19260, at Page 4452 of the Public Records of Miami-Dade County, Florida.
- 7) Grant of Easement to Miami-Dade County dated May 26, 2003 as recorded in Official Records Book 25252, at Page 3571 of the Public Records of Miami-Dade County, Florida.

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- 8) Grant of Easement to Miami-Dade County dated March 11, 2004 as recorded in Official Records Book 25252, at Page 3542 of the Public Records of Miami-Dade County, Florida.
- 9) Restrictions, conditions, reservations, easements and other matters contained on the Plat of MIAMI LAKES TOWN CENTER TWO-EAST, according to the plat thereof, as recorded in Plat Book 159, at Page 67, of the Public Records of Miami-Dade County, Florida.
- 10) Covenant of Construction within Right of Way dated February 20, 2003 as recorded in Official Records Book 21068, at Page 3778 of the Public Records of Miami-Dade County, Florida.
- 11) Ground Lease by and between The Graham Companies and BUCA Restaurants Inc. dated July 22, 2002, as amended by First Amendment to Ground Lease dated November 20, 2002, and Second Amendment to Ground Lease dated January 17, 2003, as assigned to Miller's Ale House, Inc. and then further amended by Third Amendment to Ground Lease dated September 30, 2010, as evidenced of record by Memorandum of Lease recorded in Official Records Book 20555, at Page 3573 of the Public Records of Miami-Dade County, Florida, as amended by Amendment to Memorandum of Lease dated as of September 30, 2010 and recorded in Official Records Book 27476, at Page 0819 of the Public Records of Miami-Dade County.
- 12) Ground Lease by and between The Graham Companies and Master Restaurant Developers, LLC, dated October 10, 2006, as amended by First Lease Amendment dated December 10, 2006, and Rent Commencement Addendum dated July 13, 2007, as assigned to Bor Miami Lakes, LLC, and as evidenced of record by Memorandum of Lease recorded in Official Records Book 26042, at Page 1885 of the Public Records of Miami-Dade County, Florida.
- 13) Ground Lease by and between The Graham Companies and RT South Florida Franchise, L.P., dated September 1, 2004, as evidenced of record by Memorandum of Lease recorded in Official Records Book 22673, at Page 4844 of the Public Records of Miami-Dade County, Florida and Lessor Estoppel Certificate and Consent recorded in Official Records Book 24284, at Page 0686 of the Public Records of Miami-Dade County, Florida.
- 14) Declaration of Ingress/Egress Easement Agreement dated as of June 8, 2011 and recorded in Official Records Book 27718, at Page 3994 of the Public Records of Miami-Dade County, Florida.
- 15) Declaration of Overflow Parking Easement dated as of December 16, 2010 and recorded in Official Records Book 27535 at Page 3384 of the Public Records of Miami-Dade County, Florida.
- 16) Restrictions, reservations and rights-of-way, if any, in the Plat of FLORIDA FRUIT COMPANY'S SUBDIVISION NO. 1, according to the Plat thereof, as recorded in Plat Book 2 at Page 17, of the Public Records of Miami-Dade County, Florida.
- 17) Restrictions, reservations and rights-of-way, if any, in the Plat of CHAMBER'S LAND COMPANY SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 2 at Page 68, of the Public Records of Miami-Dade County, Florida.
- 18) Canal reservation and canal maintenance agreement in deed from the Trustees of the Internal Improvement Fund recorded October, 11, 1920 in Deed Book for 231, at Page 228 of the Public Records of Miami-Dade County, Florida, as

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affected by Release of Reservations recorded in Official Records Book 15693, at Page 1265 of the Public Records of Miami-Dade County, Florida.

- 19) Easement to Bell South Telecommunications, as recorded in Official Records Book 18450, at Page 2066 of the Public Records of Miami-Dade County, Florida.
- 20) Easement to Florida Power & Light, as recorded in Official Records Book 18567, at Page 3076 of the Public Records of Miami-Dade County, Florida.
- 21) The following documents in connection with the vacation of the theoretical roadways contained in the old plats:
  - a. Miami Daily Business Review recorded in Official Records Book 21062, at Page 1566 of the Public Records of Miami-Dade County, Florida, a copy of which is attached.
  - b. Miami Daily Business Review recorded in Official Records Book 21062, at Page 1553 of the Public Records of Miami-Dade County, Florida, a copy of which is attached.
  - c. Resolution No. R-1407-02 as recorded in Official Records Book 21062, at Page 1554, of the Public Records of Miami-Dade County, Florida, a copy of which is attached.
  - d. Resolution No. R-16-03 as recorded in Official Records Book 21062, at Page 1541, of the Public Records of Miami-Dade County, Florida, a copy of which is attached.
- 22) Canal Reservation and canal maintenance easement in Deed from TIIF recorded October 11, 1920, in Deed Book 231, at Page 228.

*I HEREBY CERTIFY* that I have reviewed all the aforementioned encumbrances and exceptions and that none of them affect the validity of the Plat.

Therefore, it is my opinion that the following party(ies) must execute plat.

<u>Name</u>	<u>Interest</u>	<u>Special Exception Number</u>
The Graham Companies, a Florida corporation	Fee Simple Owner	N/A
The Guardian Life Insurance Company of America, a New York corporation	Mortgagee	1(a) to 1(c)
Miller's Ale House, Inc.	Lessee	4 (11)
Bor Miami Lakes, LLC	Lessee	4 (12)
RT South Florida Franchise, L.P.	Lessee	4 (13)

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*I HEREBY CERTIFY* that the legal description contained in this Opinion of Title coincides with, and is the same as, the legal description in the proffered plat.

[Remainder of page left intentionally blank]

A handwritten signature in black ink, located in the bottom right corner of the page. The signature is stylized and appears to consist of several connected loops and lines.

I, the undersigned, further certify that I am an attorney-at-law duly admitted to practice in the State of Florida and a member in good standing of the Florida Bar.

Respectfully submitted this 30<sup>th</sup> day of August, 2016.


  
\_\_\_\_\_  
Steven A. Landy, Esq.

**Florida Bar No. 346020**  
Greenberg Traurig, P.A.  
333 Avenue of the Americas  
Miami, FL 33131

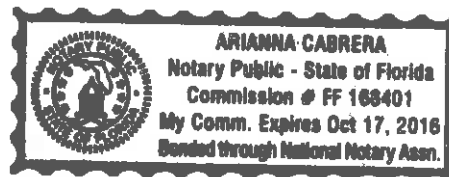
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 2016, by Steven A. Landy, who is personally known to me or has produced \_\_\_\_\_, as identification.

  
\_\_\_\_\_  
Notary Public  
Arianna Cabrera  
\_\_\_\_\_  
Print Name

My Commission Expires: 10-17-2016



**Exhibit "A"**  
**Legal Description**

Portions of Sections 13, 14, 23 and 24 in Township 52 South, Range 40 East, Miami-Dade County, Florida, including Tract "C", "Miami Lakes Town Center Two-East" as recorded in Plat Book 159 at Page 67; Tract "D", "Miami Lakes Town Center Three-East" as recorded in Plat Book 163 at Page 84; a portion of Tracts 41 and 42 in said Section 13, "Florida Fruit Lands Company Subdivision" as recorded in Plat Book 2 at Page 17; a portion of Tract 3 in said Section 23 of said "Florida Fruit Lands Company Subdivision"; and a portion of Tracts 13, 14, 15 and 16 in said Section 24, "Chambers Land Co. Subdivision" as recorded in Plat Book 2 at Page 68 all in the Public Records of Miami-Dade County, Florida including the previously described parcels being more particularly described as follows:

Begin at the Northwest corner of Tract "A", "Miami Lakes Town Center Section Thirteen", as recorded in Plat Book 132 at Page 11 of the Public Records of Miami-Dade County, Florida; thence North 19 degrees 39 minutes 45 seconds West along the East Right-of-Way line of Ludlam Road (N. W. 67 Avenue) as shown on the plat of "Miami Lakes Town Center Section Fourteen" as recorded in Plat Book 139 at Page 4 of the Public Records of Miami-Dade County, Florida for 286.41 feet to a Point of Curvature; thence Northerly along a circular curve, concave to the East, having a radius of 1095.92 feet and a central angle of 31 degrees 40 minutes 00 seconds for an arc distance of 605.70 feet to a Point of Tangency; thence North 12 degrees 00 minutes 15 seconds East for 339.89 feet to a Point of Curvature; thence Northerly along a circular curve to the left, having for its elements, a radius of 2342.96 feet and a central angle of 5 degrees 00 minutes 51 seconds for an arc distance of 205.04 feet to a Point of Reverse Curvature; (said last three courses being along the boundary of the said plats of "Miami Lakes Town Center Two-East" and "Miami Lakes Town Center Three-East"; thence Northerly, Northeasterly and Easterly along a circular curve to the right, having a radius of 25.00 feet and a central angle of 88 degrees 32 minutes 53 seconds for an arc distance of 38.64 feet to a Point of Tangency; thence South 84 degrees 27 minutes 43 seconds East for 106.45 feet to a Point of Curvature; thence run Easterly along a circular curve to the right, having for its elements, a radius of 775.00 feet and its central angle of 35 degrees 15 minutes 09 seconds for an arc distance of 476.84 feet to a point; (said last two courses being along the Southerly right-of-way line of Eagle Nest Lane as shown on the plat of "Miami Lakes Town Center Section Seven", as recorded in Plat Book 120 at Page 58 of the Public Records of Miami-Dade County, Florida); thence South 41 degrees 10 minutes 04 seconds West along the Northwesterly line of said Tract "B", "Miami Lakes Town Center One-East" as recorded in Plat Book 153 at Page 50 of the Public Records of Miami-Dade County, Florida for 174.92 feet; thence North 84 degrees 16 minutes 27 seconds West for 23.51 feet; thence South 10 degrees 49 minutes 49 seconds West for 352.76 feet to a Point of Curvature; thence Southwesterly, Southerly and Southeasterly along a circular curve to the left concave to the Northeast, having a radius of 20.00 feet and a central angle of 71 degrees 49 minutes 34 seconds for an arc distance of 25.07 feet to the Point of Tangency; thence South 60 degrees 59 minutes 45 seconds East for 36.18 feet to a Point of Curvature; thence Easterly along a circular curve to the left concave to the North, having a radius of 38.00 feet and a central angle of 36 degrees 50 minutes 02 seconds for an arc distance of 24.43 feet to the Point of Tangency; thence North 82 degrees 10 minutes 13 seconds East for 190.42 feet to a point on the boundary of the aforesaid plat of "Miami Lakes Town Center One-East, said last five courses being along a portion of the Easterly limits of said Tract "C", "Miami Lakes Town Center Two-East"; as recorded in Plat Book 159 at Page 67 of the Public Records of Miami-Dade County, Florida; thence South 7 degrees 49 minutes 47 seconds East for 171.37 feet; thence South 6 degrees 13 minutes 33 seconds West for 98.44



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feet; thence South 29 degrees 00 minutes 15 seconds West for 321.30 feet; thence South 60 degrees 59 minutes 45 seconds East for 158.90 feet to a point on the next described circular curve; (said last four courses being along the Westerly boundary of the aforesaid Tract "B", "Miami Lakes Town Center One-East"); thence Southwesterly along a circular curve to the right, having for its elements a radius of 565.00 feet and a central angle of 36 degrees 06 minutes 25 seconds for an arc distance of 355.89 feet to the Point of Tangency; thence South 70 degrees 20 minutes 15 seconds West for 31.00 feet; (said last two courses being along the limits of Eagle Nest Lane as shown on the aforesaid plat of "Miami Lakes Town Center One-East" and the Northerly limits of Eagle Nest Lane as shown on the plat of "Miami Lakes Town Center Section One" as recorded in Plat Book 94 at Page 12 of the Public Records of Miami-Dade County, Florida; thence North 19 degrees 39 minutes 45 seconds West for 200.00 feet; thence South 70 degrees 20 minutes 15 seconds West for 217.00 feet to the Point of Beginning, said last two courses being along the Northeasterly and Northwesterly limits of the said plat of "Miami Lakes Town Center Section One", all lying and being in the Town of Miami Lakes, Dade County, Florida.

Note: Bearings shown refer to the bearing system, utilized in the "Plat of Right of Way N.W. 67 Avenue (Ludlam Road)" per Plat Book 76 at Page 44 of the Public Records of Miami-Dade County, Florida.