

TRANSMITTAL LETTER

L 000000/3299

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Panini Cafe Bar Franchise, LLC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

David E. Marko  
Name (Printed or typed)

3001 SW 3<sup>rd</sup> Ave.  
Address

Miami, FL 33129  
City, State & Zip

305-285-2000  
Daytime Telephone number

FILED  
99 OCT 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800003444348--3  
-10/30/00--01140--002  
\*\*\*125.00 \*\*\*125.00

NOTE: Please provide the original and one copy of the articles.

L00-13299

OR

**ARTICLES OF ORGANIZATION**  
**OF**  
**PANINI CAFE BAR FRANCHISE, LLC**  
**A Florida Limited Liability Company**

**ARTICLE I**

The name of the limited liability company shall be PANINI CAFE BAR FRANCHISE, LLC.

**ARTICLE II**

The company may engage in only the lawful business relating to the food and beverage service industry.

**ARTICLE III**

The name and address of the resident agent is David Everett Marko, Esq., 3001 S.W. Third Avenue, Miami, Florida 33129.

**ARTICLE IV**

The street address of the principal office of the Company is 3013 Kirk Street, Coconut Grove, Florida 33133. The mailing address of the Company is 3001 S.W. Third Avenue, Miami, Florida 33129.

**ARTICLE V**

The company shall be managed by the manager(s).

**ARTICLE VI**

The company's existence shall be perpetual.

**ARTICLE VII**

The company shall have all the powers authorized by law or statute.

**ARTICLE VIII**

The manager(s) and the members shall not be personally liable for the debts, obligations, or liabilities of the company.

FILED  
OCT 27 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX**

The company may admit additional members at any time at the sole discretion of the manager(s).


**ARTICLE X**

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time in writing by the members.

**ARTICLE XI**

The company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by a manager of the company.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25 day of October, 2000.



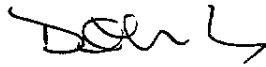
David Everett Marko  
Authorized representative

FILED  
NOV OCT 27 PM 5: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Organization- PANINI CAFE BAR FRANCHISE, LLC  
October 26, 2000  
Page -3-

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for PANINI CAFE BAR FRANCHISE, LLC at the place designated in the articles of organization, the undersigned is familiar with and accepts the obligations of that position.



\_\_\_\_\_  
Name: David Everett Marko

Date: 10/25/00

Last edited by LM on October 26, 2000 (10:29AM) - final

FILED  
09 OCT 27 PM 5: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA