

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32301
(850) 224-8800 • 1-800-224-8800 • FAX (850) 224-8801

L02000022199

Park Avenue Restaurants
Ltd

500007335225--9
-08/26/02--01028--007
****360.00 ****180.00

☒ Conversion

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

A98-820

Signature

Requested by:

Name [Signature] Date 8/26 Time 9:20

Walk-In Will Pick Up

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document

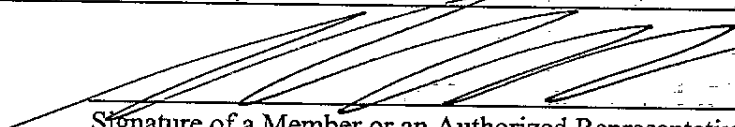
PARK AVENUE RESTAURANT, LTD

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: April 1, 1998
- B. Jurisdiction: State of Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

PARK AVENUE RESTAURANT, LTD, LLC


Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Warren E. Williams

Typed or Printed Name of Signee

FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION
OF
PARK AVENUE RESTAURANT LLC

FILED
02 AUG 26 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PARK AVENUE RESTAURANT LLC, ("company").

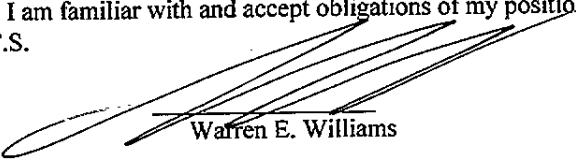
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 3348 Edgewater Drive, Orlando, FL 32804.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are Warren E. Williams, 28 West Central Blvd, Suite 400, Orlando, FL 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


Warren E. Williams

ARTICLE IV - MANAGEMENT

The company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Winter Park, Florida, on May 1, 2001.


Warren E. Williams

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this May 1, 2001 by Warren E. Williams, who is personally known to me OR produced identification.

Type of identification produced:

Notary Public -- State of Florida