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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

rappaport restaurant group, llc

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**ARTICLES OF ORGANIZATION
OF
RAPPAPORT RESTAURANT GROUP, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is RAPPAPORT RESTAURANT GROUP, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 9387 Richmond Circle, Boca Raton, Florida 33434.

ARTICLE III - DURATION

EFFECTIVE DATE

7-16-03

The period of duration for the Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Company will be a manager-managed Company. The initial manager of the company shall be Arlo Rappaport.

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Company is July 16, 2003.

IN WITNESS WHEREOF, the undersigned representative of the Members has executed these Articles of Organization this July 16, 2003.


Norman S. Weider, Esq.

Preparer:
Norman S. Weider, Esq.
100 S.E. 2d Street, #3950
Miami, FL 33131
Phone: (305) 371-6338 - Florida Bar No. 150383

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: Rappaport Restaurant Group, LLC.
- 2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

N. S. Weider

 NORMAN S. WEIDER, ESQ.
 DATE: *7/16/03*

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