

L0900002029Z

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

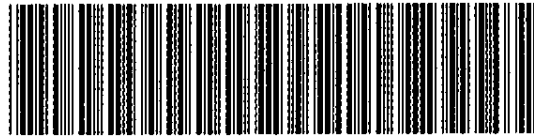
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500144471765

03/02/09--01025--009 \*125.00

RECEIVED

09 MAR - 2 AM 11:58

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

09 MAR - 2 PM 1:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

MAR - 2 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

FILED  
09 MAR -2 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: Kim Weidenbach  
DATE: 03/02/09  
REF. #: 000399.100520  
CORP. NAME: GEMCO RESTAURANT GROUP, LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 529482 FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
GEMCO RESTAURANT GROUP, LLC

FILED  
09 MAR -2 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*  
(Under §608.407 of the Florida  
Limited Liability Company Act)  
\*\*\*\*\*

The undersigned, being the authorized representative or member of the limited liability company, hereby certifies that:

**ARTICLE I – NAME**

The name of the limited liability company shall be **GEMCO RESTAURANT GROUP, LLC** (the “Company”).

**ARTICLE II – ADDRESS**

The mailing address and the street address of the principal office of the Company is:

Mailing Address:  
9802 Portside Terrace  
Bradenton, FL 34212

Street Address:  
9802 Portside Terrace  
Bradenton, FL 34212

**ARTICLE III – REGISTERED AGENT**

The name and street address of the Company’s initial registered agent for service of process in the State of Florida shall be: David M. LaRusso, 9802 Portside Terrace, Bradenton, Florida 34212.

**ARTICLE IV – MANAGEMENT**

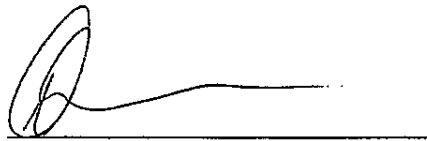
The Company shall be managed by one or more managers.

**ARTICLE V – MEMBERSHIP RESTRICTIONS**

Unless otherwise specified in the Company’s Operating Agreement: (a) the Company shall

have the right to admit new members by consent of the members holding a majority of the membership interests in the Company; and (b) a member's interest in the Company may not be sold or otherwise transferred except with the written consent of the members holding a majority of all membership interests in the Company, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and/or Comprehensive Buy-Sell Agreement.

**IN WITNESS WHEREOF**, I have signed these Articles of Organization on February 23, 2009, as an authorized representative of the Company or a member thereof, and I affirm, under the penalties of perjury, that the facts stated herein are true.




David M. LaRusso, Organizer  
(being a member of the  
limited liability company)

#### **STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the designation as registered agent to accept service of process for the above-stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

Registered Agent:

  
\_\_\_\_\_  
David M. LaRusso

2/23/09