

L97000000804

WILLIAM T. KIRTLEY, P.A.
ATTORNEY AT LAW

TELEPHONE
(941) 952-9750
FAX
(941) 955-4027

2940 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239

July 23, 1997

FILED
97 JUL 25 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700002248367--4
-07/25/97--01110--015
***337.50 ***337.50

Re: SYD'S FINE DINING, L.C.

Gentlemen:

Enclosed for filing with your office are Articles of Organization of SYD'S FINE DINING, L.C. as required by Chapter 608.407, Florida Statutes, as amended. Also enclosed is a check in the amount of \$337.50 covering the following:

| | |
|--------------|---|
| \$250.00 | Filing fee for Articles of Organization and Affidavit |
| 35.00 | Designation of Registered Agent |
| <u>52.50</u> | Certified Copy |
| | |
| \$337.50 | |

Please file the enclosed Articles of Organization at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott
Certified Legal Assistant

Enclosures

9/11 7-28-97

**ARTICLES OF ORGANIZATION
OF
SYD'S FINE DINING, L.C.**

97 JUL 25 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I - NAME

The name of the Limited Liability Company is SYD'S FINE DINING, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the Limited Liability Company is
4340 Woodmans Chart, Sarasota, Florida 34235.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be
perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by the members and the names
and addresses of the managing members are:

Sidney Finkelstein
4340 Woodmans Chart
Sarasota, Florida 34235

Sharyn Fitter
207 East 33rd Street
New York, New York 10016

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by unanimous consent.
Contributions required of new members shall be determined as of the time of
admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or
otherwise transferred except with unanimous written consent of all members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VII - REGISTERED OFFICE/REGISTERED AGENT

The name and address of the Registered Agent and Registered Office for the Limited Liability Company is: Sidney Finkelstein, 4340 Woodmans Chart, Sarasota, Florida 34235.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22 day of July, 1997.


SIDNEY FINKELSTEIN

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

FILED
97 JUL 25 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

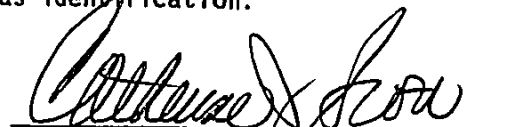
The undersigned member or authorized representative of a member of SYD'S FINE DINING, L.C. deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$2,000.
3. The agreed value of property other than cash contributed by members is \$2,500. Such property consists of cooking and restaurant equipment, including pots, pans, and utensils, a computer and facsimile machine.
4. The amount of cash or property anticipated to be contributed by members, if needed, is \$5,000.
5. The total amounts of 2, 3 and 4 is \$9,500.

FURTHER AFFIANT SAYETH NOT.


SIDNEY FINKELSTEIN

The foregoing instrument was acknowledged before me this 27th day of July, 1997 by SIDNEY FINKELSTEIN, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC
My Commission Expires:



**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 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 SYD'S FINE DINING, L.C.
2. The name and address of the Registered Agent and office is:

Sidney Finkelstein
4340 Woodmans Chart
Sarasota, Florida 34235

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 the obligations of my position as Registered Agent.

Dated at Sarasota, Florida this 22 day of July, 1997.


SIDNEY FINKEDSTEIN

FILED
97 JUL 25 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA