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LIMITED LIABILITY COMPANY

Reef Grill, L.C.

Certificate of Status	0
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Estimated Charge	\$285.00

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ARTICLES OF ORGANIZATION
OF
REEF GRILL, L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be Reef Grill, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 110 Olympus Way, Jupiter, Florida 33477.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Ross Matheson, 110 Olympus Way, Jupiter, Florida 33477.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CASH CONTRIBUTIONS

Each member shall make additional cash contributions to the Company only on the unanimous consent of all of the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her

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Prepared By:
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FORMS/ARTICLES/REEF GRILL, L.C. - ARTICLES OF ORGANIZATION
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interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Company will be managed by R.J.M. Restaurant Corporation, 110 Olympus Way, Jupiter, Florida 33477.

IN WITNESS WHEREOF, the undersigned member of Reef Grill, L.C. hereby executes these Articles of Organization on this 29th day of July, 1999.

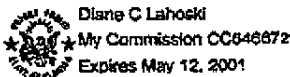
By: R.J.M. Restaurant Corporation
R. Matheson
Ross Matheson, President,
as Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 29th day of July, 1999 by Ross Matheson, President of R.J.M. Restaurant Corporation, as Member.

Personally Known OR Produced Identification
Type of Identification Produced

Diane C. Lahoski
Notary Public, State of Florida
DIANE C LAHOSKI
Print, Type or Stamp
Commissioned Name of Notary Public



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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF ORGANIZATION

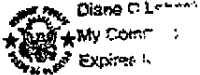
The undersigned, being the person named in the Articles of Organization of Reef Grill, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Ross Matheson
Ross Matheson, Registered Agent

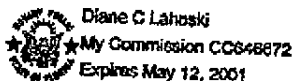
STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 29th day of July, 1999 by Ross Matheson, as Registered Agent.

Personally Known OR Produced Identification _____
Type of Identification Produced _____



Diane C. Lahoski
Notary Public, State of Florida
DIANE C LAHOSKI
Print, Type or Stamp
Commissioned Name of Notary Public



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Reef Grill, L.C., deposes and says:

- 1. The above named limited liability company has one member(s).
- 2. The total amount of cash contributed by the member(s) is \$300,000.00.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$.00.
- 4. The total amount of cash or property anticipated to be contributed by member(s) is \$300,000.00. This total includes amounts from 2 and 3 above.

R.J.M. Restaurant Corporation

By: R. Matheson
Ross Matheson, President
As Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 29th day of July, 1999 by Ross Matheson, President of R.J.M. Restaurant Corporation, as Member.

Personally Known OR Produced Identification _____
Type of Identification Produced _____

Diane C. Lahoski
DIANE C. LAHOSKI
Notary Public, State of Florida
DIANE C. LAHOSKI
Print, Type or Stamp
Commissioned Name of Notary Public

