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VIA FEDERAL EXPRESS

June 29, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600003071616-5
-12/15/99-01086-014
***337.50 ***155.00

Re: CAFE MAXX, L.L.C.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$337.50 for filing fees for resident agent and certified copy for filing the enclosed documents.

A postage paid envelope is enclosed for returning the certified copy.

Very truly yours,

Edward Oddo, Jr.

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Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
CAFÉ MAXX, L.L.C.

The undersigned member hereby makes, subscribes, and files these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act:

1. Name: The name of the limited liability company is CAFÉ MAXX, L.L.C.
2. Duration: The period of duration of the limited liability company is perpetual.
3. Principal Office: The mailing address and the street address of the principal office of the limited liability company is 2611 East Atlantic Boulevard, Pompano Beach, FL 33062
4. Registered Agent and Office: The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is Darrel Broek, at 26111 East Atlantic Boulevard, Pompano Beach, FL 33062.
5. Admission of Additional Members: Additional Members will be admitted only upon such terms as are agreed to by the Members.
6. Continuity: No Right to Distribution on Withdrawal: The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise provided in the Regulations of this limited liability company.
7. Management: The business of the limited liability company shall be managed by the Members. As of this date, the managing member is Innovative Restaurant Concepts, Inc., having an address of 2611 East Atlantic Boulevard, Pompano Beach, FL 33062.

DATED this 30 day of JUNE, 1999.

INNOVATIVE RESTAURANT
CONCEPTS, INC.

By: Darrel Broek

Darrel Broek, President

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for CAFE MAXX, L.L.C., at the place designated herein, and being familiar with the obligations of such position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.

DATED this 30 day of JUNE, 1999.



DARREL BROEK

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FILED