



ACCOUNT NO. : 072100000032

REFERENCE : 441249 82917A

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : June 25, 1997

ORDER TIME : 10:18 AM

ORDER NO. : 441249-005

100002223131--9

CUSTOMER NO: 82917A

CUSTOMER: Odalys Licea, Legal Asst
HELLMAN & MAAS

1100 Ponce De Leon Boulevard

Coral Gables, FL 33134

DOMESTIC FILING

NAME: LA FONTAINE RESTAURANT, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

677-14832

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0073

RECEIVED
97 JUN 25 PM 1:20
DIVISION OF CORPORATION
JUN 25 1997

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 25, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: LA FONTAINE RESTAURANT, L.C.
Ref. Number: W97000014832

We have received your document for LA FONTAINE RESTAURANT, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The attached form must be completed in order to file the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00033697

RESUBMIT
Please give original
submission date as file date.

97 JUL - 1 11:10:51
15-0117-1-710 LG
C-11111111

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

FILED
97 JUN 25 AM 10:59
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
LA FONTAINE RESTAURANT, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under Chapter 608 of the Florida Statutes, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for Profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business for such Limited Liability Company.

ARTICLE I

LA FONTAINE RESTAURANT, L.C.

The name of the Limited Liability Company shall be: LA FONTAINE RESTAURANT, L.C.

ARTICLE II

DURATION

The terms of existence of this limited liability company shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business to be transacted, and which this Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of Limited Liability Companies shall be as follows:

1. To engage in any activity or business authorized under

the Florida Statutes and the laws of the State of Florida.

2. To operate a restaurant specializing in french cuisine.
3. To purchase, sell, mortgage, encumber and lease the real property and personal property owned by the Company.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets and liabilities, of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, and to perform and carry out, assign, cancel or rescind any of such contracts.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in the aid of the powers of this Limited Liability Company, and the powers and purposes stated herein shall, in no way limit or restrict the powers granted under the laws of the State of Florida.

ARTICLE IV

MAILING ADDRESS AND

PRINCIPAL PLACE OF BUSINESS

The mailing address and principal office of this Limited

Liability Company shall be located at 1100 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA 33134, and the name of the initial Registered Agent is MAYNARD J. HELLMAN, ESQUIRE.

ARTICLE VI

CAPITAL CONTRIBUTION

The initial capital contribution of the Limited Liability Company shall be the amount of ONE THOUSAND (\$1,000.00) DOLLARS paid entirely in cash. Additional contributions will be made as required for investment purposes, as determined by the Members of this Limited Liability Company.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing members.

ARTICLE VIII

CONTINUATION OF BUSINESS

The remaining Members of this Limited Liability Company shall have the right to continue the business of the Company, on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which terminates the continued membership of a member.

ARTICLE IX

The Limited Liability Company shall be managed by a majority vote of its members.

ARTICLE X

RESTRICTION ON TRANSFER

No member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing members.

The undersigned, being Members of this Limited Liability Company, hereby certify that the foregoing constitutes the Articles of Organization of LA FONTAINE RESTAURANT, L.C.

Executed by the undersigned at Miami, Dade County, Florida, this 17 day of June, 1997.

BY: 

THOMAS BILLANTE

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared THOMAS BILLANTE, to me known to be the person described in and who executed the foregoing Articles of Association, and acknowledged before me that he executed the same, and who produced a driver's license for identification and who did take an oath.

WITNESS my hand and official seal in the County and State last

aforesaid this 17 day of June, 1997.

Martha Roldan

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

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CERTIFICATE
LA FONTAINE RESTAURANT, L.C.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT LA FONTAINE RESTAURANT, L.C., IS DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 1100 PONCE DE LEON BLVD., CORAL GABLES, FL
33134, THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MAYNARD J.
HELLMAN, 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA 33134, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: _____

THOMAS BILLANTE

Having been named to accept services of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties

Signature _____

MAYNARD J. HELLMAN

(Registered Agent)

Date: _____

6/17/97

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AFFIDAVIT OF MEMBERSHIP

The undersigned member or authorized representative of a member of LA FONTAINE RESTAURANT, 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 \$1,000.00.
3. If any, the agreed value of property other than cash contributed by members is - 0 -. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is -0-.
5. The total amount of 2, 3, and 4 is \$1,000.00.

BY: 

THOMAS BILLANTE

Signature of a member or authorized representative of a member

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

MAYNARD J. HELLMAN, ATTORNEY IN FACT

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