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March 28, 2000

via Federal Express delivery to:

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

400003198524-3
-03/29/00-01054-016
****293.75 ****130.00

Re: Articles of Incorporation of Wolfy's On The Beach, LLC

Dear Clerk:

Enclosed please find this firm's trust account check in the amount of \$293.75 covering the filing fee for the enclosed Articles of Incorporation for the above referenced limited liability company. The amounts are broken down as follows:

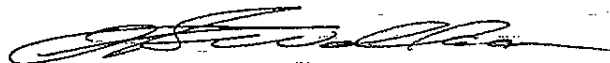
1. \$250.00 Designating Registered Agent
2. \$ 35.00 Filing Fee for Articles of Incorporation
3. \$ 8.75 Certified copy of Articles of Incorporation.

I would appreciate your filing the enclosed Articles of Incorporation and returning a certified copy of the same to this office at your earliest convenience. A return envelope is also enclosed.

If you have any questions concerning this matter please do not hesitate to contact me.

Very truly yours,

GEORGE B. WALLACE, ESQ., P.A.



George B. Wallace, Esquire

GBW/ddl

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
001 MAR 29 AM 11:45

MJH

00 MAR 29 AM 11:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF**

WOLFY'S ON THE BEACH, L.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 **WOLFY'S ON THE BEACH, L.L.C.** ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: **530 North Palmetto Avenue, Sanford, Florida 32771**

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 these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is: **GEORGE B. WALLACE, 413 West First Street, Sanford, Florida 32771.**

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 CAPITAL CONTRIBUTIONS

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

ARTICLE VII -- ADMISSION OF NEW MEMBERS

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 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, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is: **Wolfy's, Inc., 530 N. Palmetto Avenue, Sanford, Florida 32771**

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sanford, Florida, on this 28th day of MARCH, A.D., 2000.

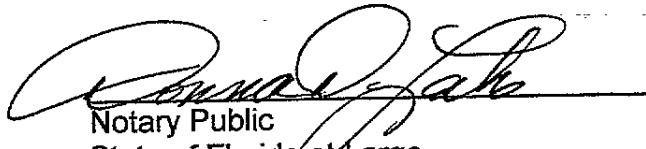
Wolfy's, Inc. a Florida corporation

By: 
Frank E. Wolf, President


STATE OF FLORIDA

COUNTY OF SEMINOLE

Sworn to and subscribed before me on this 28th day of MARCH, 2000, by **Frank E. Wolf**, as President of **Wolfy's, Inc., a Florida corporation**, who is personally known to me and who did/did not take an oath.


Notary Public
State of Florida at Large
My Commission Expires:

(SEAL)

 Donna D. Lake
Commission # CG 807340
Expires Mar. 17, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING 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 and registered agent, in the State of Florida

1. The name of the limited liability company is:

WOLFY'S ON THE BEACH, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

George B. Wallace
413 West First Street
Sanford, Florida 32771

Wolfy's Inc., a Florida corporation



Frank E. Wolf, President

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of my position as registered agent.

By: 

George B. Wallace, Registered Agent

Dated: MARCH 28th, 2000.