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J. BRYAN NOV 14 2006

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILE SECOND**

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ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 11/13/06

REF. #: 000672.60060

CORP. NAME: CEVICHE TPAPS BAYSHORE, LLC

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ 160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |   |

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
CEVICHE TAPAS BAYSHORE, LLC

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1. Name. The name of this limited liability company is **CEVICHE TAPAS BAYSHORE, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

EFFECTIVE DATE  
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2. Duration. The Company's existence shall be effective as of November 10, 2006 and shall thereafter be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is **1314 S. DeSoto Avenue, Tampa, Florida 33606.**

5. Registered Agent and Office. The name of the initial registered agent of the Company is **F&L Corp.** The street address of the initial registered agent of the Company is **One Independent Drive, Suite 1300, Jacksonville, FL 32202.**

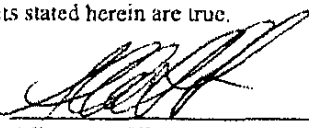
6. Management of the Company. The Company shall be managed by one or more managers in accordance with the Operating Agreement adopted by all of the members and is, therefore, a manager-managed company. The initial Manager of the Company shall be **Gordon Davis.**

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

8. Additional Members. Additional members to the Company may be admitted, but only in accordance with the Operating Agreement of the Company.

The undersigned executed these Articles of Organization on the 13<sup>th</sup> day of November, 2006.

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

  
\_\_\_\_\_  
Albert P. Silva, Esq.  
Authorized Representative of Member

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, 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.

F&L CORP.

By: \_\_\_\_\_

Martin A. Traber, Vice President

Dated: November 13, 2006

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