



THE UNITED STATES
CORPORATION
COMPANY

L0000000000605

ACCOUNT NO. : 072100000032

REFERENCE : 554055 11654A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 155

ORDER DATE : January 17, 2000

ORDER TIME : 11:34 AM

ORDER NO. : 554055-005

300003100823--5

CUSTOMER NO: 11654A

CUSTOMER: Rachelle Bricout, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
HOLTZMAN KRINZMAN EQUELS &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC FILING

NAME: THE SEAFOOD FACTORY, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

JP
1/18/00

00 JAN 18 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
00 JAN 18 AM 8:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
THE SEAFOOD FACTORY, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

THE SEAFOOD FACTORY, L.L.C.

ARTICLE II - Address:

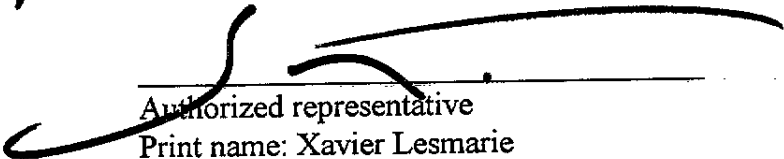
The mailing address and principal office address of the Limited Liability Company is:

1238 Ocean Drive, Suite 108
Miami Beach, Florida 33139

ARTICLE III - Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

DATED this 11th day of January, 1999 2000


Authorized representative
Print name: Xavier Lesmarie

APPROVED
AND
FILED
00 JAN 18 11:11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE SEAFOOD FACTORY, L.L.C.

2. The name and address of the registered agent and office is:

Xavier Lesmarie
1238 Ocean Drive, Suite 108
Miami Beach, Florida 33139

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

REGISTERED AGENT:



Xavier Lesmarie

Date

1/11/2000

APPROVE
AND
FILED
00 JAN 18 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA