

100000001189

LANE & ASSOCIATES, P.A.

International Law & Consulting

FLORIDA • GERMANY • SWITZERLAND

Florida Main Office  
5301 Conroy Road, Suite 140  
Orlando, Florida 32811  
Tel: (407) 316-0343  
Fax: (407) 316-0372

JAMES R. LAVIGNE, OF COUNSEL  
Email: RAPCL@aol.com

Cape Coral Office  
709 Cape Coral Pkwy. West  
Cape Coral, Florida 33914  
Tel: 1-800-966-7209  
Fax: (407) 316-0372  
Orlando

Reply To:

February 1, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100003123471--8  
-02/03/00--01112--005  
\*\*\*155.00 \*\*\*155.00

Via Certified Mail

Return Receipt: P 130 391 576

RE: FAESCH ENTERPRISES, LLC

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Organization and Designation of Registered Agent for the limited liability company FAESCH ENTERPRISES, LLC.

Also enclosed is a check in the amount of \$ 155.00 to cover the filing fee for a Florida Limited Liability Company, a certified copy of the articles of Organization, and the filing of the Designation of the Registered Agent.

Please process this application effective upon filing, and please send the certified copy of the articles of Organization and the Designation of the registered Agent to:

LANE & ASSOCIATES, P.A.  
5301 CONROY ROAD, SUITE 140  
ORLANDO, FLORIDA, 32811  
(407) 316-0343 TEL.  
(407) 316-0372 FAX

Name	
Availability	
Document Examiner	Your attention to this matter is the most appreciated. DCC
Updater	Sincerely, DCC
Updater	
Verifier	Paul Camp Lane DCC
Acknowledgement	Attorney at Law DCC
W. P. Verifier	DCC

Affiliated Offices in:  
FRANKFURT a.M. • MÜNCHEN • LUZERN • VADUZ

100000001189

00 FEB -3 PM 12:51

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION  
OF  
FAESCH ENTERPRISES, LLC**

The undersigned, as Organizers, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the Limited Liability Company shall be FAESCH ENTERPRISES, LLC hereinafter referred to as the "Company."

**ARTICLE II -- ADDRESS**

The initial mailing address and street address of the principal office of the Company shall be 8726 Bristol Park Drive, Orlando, Florida 32838.

**ARTICLE III -- DURATION**

The Company shall commence its existence as of the filing date of these Articles of Organization. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV -- BUSINESS PURPOSE**

The primary business purpose of the company is to create, organize, manage, and operate a limited liability company in the State of Florida, which shall be active in the restaurant industry. Provided further however, the Company shall be permitted to engage in any form of legal business as permitted under the laws of the State of Florida.

**ARTICLE V -- REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is Paul Camp Lane, Attorney at Law, 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

**ARTICLE VI -- CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB - 3 01 12:51

## **ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS**

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

## **ARTICLE VIII -- 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 interest in the Company as set forth in the regulations of the Company, which shall provide for the consent of the other members. 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 interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE IX -- 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.

## **ARTICLE X -- MANAGEMENT**

The Company shall be managed by a President/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 President/Manager of the Company is Mr. Rene Faesch, 8726 Bristol Park Drive, Orlando, Florida 32838.

The names and address of the members of the Company are:

### **NAME**

Rene Faesch

### **ADDRESS**

8726 Bristol Park Drive  
Orlando, Florida 32838

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these Articles of Organization at Orlando, Orange County, Florida, on this 1st day of February, 2000.

X Paul Camp Lane


Paul Camp Lane  
Organizer and Attorney for  
Rene Faesch

STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 FEB -3 PM 12:51

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 1st day of February, 2000, by Paul Camp Lane, as organizer of FAESCH ENTERPRISES LLC, who identified himself to me by producing a valid form of identification.

Marjorie R. Wohl  
Notary Public -- State of Florida  
(SEAL)

 Marjorie R. Wohl  
My Commission CC902730  
Expires January 17, 2004

**Exhibit A**

Member Contributions for the Florida Limited Liability Company known as  
FAESCH ENTERPRISES, LLC

<u>Member's Name</u>	<u>Percentage Ownership</u>	<u>Capital Contribution</u>
Rene and Ursula Faesch, Husband and Wife	100%	\$1,000.00

**CERTIFICATE OF DESIGNATION  
OF 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

- 1.) The name of the limited liability company is FAESCH ENTERPRISES, LLC.
- 2.) The name and the Florida street address of the registered agent are:

Paul Camp Lane, Attorney  
5301 Conroy Road, Suite 140  
Orlando, FL 32811

RECEIVED  
DIVISION OF CORPORATE  
00 FEB -3 PM 12:5

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 appoint 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.

X 

Paul Camp Lane, Registered Agent

*February 1, 2000*