

LOO-2225

ESCROW AND TITLE, L.L.C.

850.651.1611
Fax 850.651.1612
www.escrow.com
12815 Emerald Coast Parkway
Suite 124
Destin • Florida • 32541

February 6, 2000

Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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-02/09/00--01087--009
****125.00 ****125.00

RE: MAPACAKE, L.L.C.
Articles of Organization

Dear Sir:

Please find enclosed the Articles of Organization on the above referenced limited liability company along with my check #5182 in the amount of \$125.00 made payable to the Secretary of State which represents the required filing fee and registered agents fee. Please file these documents and the same to this office at your earliest convenience.

Should you have any questions or require any additional information, please feel free to call.

Sincerely,

George T. Brannon

GTB/sm
Enclosure

FILED
NO FEB 25 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOO-2225

| | |
|---------|----|
| Name | OK |
| Address | OK |
| City | OK |
| State | OK |
| Zip | OK |
| County | OK |
| Other | OK |

Southern

ESCROW AND TITLE, L.L.C.

850.650.6161
Fax 850.650.5817
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12815 Emerald Coast Parkway
Suite 124
Destin • Florida • 32541

February 6, 2000

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: Tammi Cline

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00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

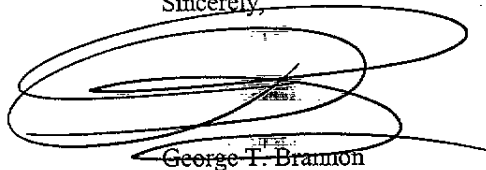
RE: MAPACAKE, L.L.C.

Dear Ms. Cline:

I have received and thank you for your letter dated February 14, 2000 with regard to the above referenced articles of organization for MAPACAKE, L.L.C. In response, I am enclosing the revise articles pursuant to your instructions. I appreciate your attention to this matter.

Should you have any additional questions or require any additional information, please feel free to call.

Sincerely,



George T. Brammon

GTB/sm
Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2000

GEORGE BRANNON
12815 EMERALD COAST PARKWAY, SUITE 124
DESTIN, FL 32541

SUBJECT: MAPACAKE, L.L.C.
Ref. Number: W00000003916

FILED
00 FEB 25 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FL 32310

We have received your document for MAPACAKE, L.L.C. and your check totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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 (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00007587

ARTICLES OF ORGANIZATION
OF
MAPACAKE, L.L.C.

ARTICLE I
Name

The name of the limited liability company shall be MAPACAKE, L.L.C. The principal office of the company in Florida shall be 12815 Emerald Coast Parkway, Suite 124, Destin, Florida 32541. The Mailing address of the company shall be 2290 South Germantown Road, Germantown, Tennessee 38138.

ARTICLE II
Duration

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and shall exist perpetually unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
Purpose & Powers

The general purpose for which the company is organized is to own and operate a restaurant for the purpose of providing on-site and off-site food and beverage services to the general public and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
Registered Office & Agent

The name and street address of the Registered Agent of the company in the State of Florida is George T. Brannon, 12815 Emerald Coast Parkway, Suite 124, Destin, Florida 32541.

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00 FEB 25 AM 10:25
SECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA

ARTICLE V.
Termination of Existence (Continuity of Life)

The company shall continue its existence notwithstanding the death, interdiction, retirement, withdrawal, expulsion or bankruptcy of one or more of the members, even if such member holds an interest exceeding 50% of the membership units, unless otherwise otherwise unanimously agreed to by the remaining members.

ARTICLE VI
Management (Management by Members)

The company shall be managed by Walker M. Taylor, IV, 9560 Gwynnebrook Cove, Germantown, Tennessee 38139, in accordance with the regulations of the company. The 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.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization at Walton County, Florida, for the foregoing uses and purposes this 5th day of February, 2000.


Walker M. Taylor, IV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MAPACAKE, L.L.C.
2. The name and the Florida street address of the registered agent are:

George T. Brannon
12815 Emerald Coast Parkway
Destin, Florida 32541

Having been named registered agent and to accept to service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment 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.



George T. Brannon

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00 FEB 25 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA