

**CSC** **THE UNITED STATES CORPORATION** **ANY** **00000002346**

ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 605747-010

CUSTOMER NO: 81093A

500003152865--1  
-03/01/00--01065--002  
\*\*\*\*125.00 \*\*\*\*125.00

CUSTOMER: John F. Stewart, Esq  
SHEPPARD BRETT STEWART &  
SHEPPARD BRETT STEWART &  
2121 West First Street  
P. O. Drawer 400  
Ft. Myers, FL 33901

FILED  
00 MAR - 1 PM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: NAPLES STEAK HOUSE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

Name	31
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR - 1 PM 12:09

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**ARTICLES OF ORGANIZATION**  
**OF**  
**NAPLES STEAK HOUSE, 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 Naples Steak House, L.L.C. ("Company"). The mailing and street address principal office of the Company shall be 1473 Periwinkle Way, Sanibel, FL 33957.

**ARTICLE II**  
**REGISTERED AGENT**

The initial registered agent of the Company is William L Pritchard whose address is 1473 Periwinkle Way, Sanibel, FL 33957.

**ARTICLE III**  
**MANAGEMENT**

The Company shall be a member-managed Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

**ARTICLE IV**  
**MEMBERS**

The names and addresses of the initial members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
William L. Pritchard	1473 Periwinkle Way Sanibel, FL 33957
Roger C. Pritchard	1473 Periwinkle Way Sanibel, FL 33957
Paul F. Gaeta	1473 Periwinkle Way Sanibel, FL 33957
Margareta Gaeta	1473 Periwinkle Way Sanibel, FL 33957


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ARTICLE V  
EFFECTIVE DATE

The Company's existence shall begin at 12:00 A.M. on March 1, 2000.

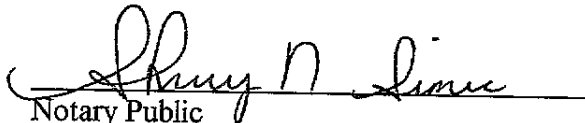
IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 25<sup>TH</sup> day of FEBRUARY, 2000.

  
William L. Pritchard

STATE OF FLORIDA  
COUNTY OF LEE

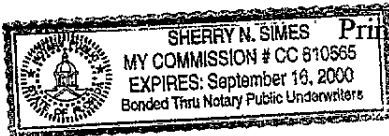
The foregoing instrument was acknowledged before me this 25<sup>TH</sup> day of FEBRUARY, 2000, by WILLIAM L. PRITCHARD, who is personally known to me or who has produced N/A as identification.

(Seal)

  
Notary Public

SHERRY N. SIMES

My Commission Expires:



Printed Notary Signature

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TALLAHASSEE, FLORIDA

Roger C. Pritchard  
Roger C. Pritchard

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25<sup>TH</sup> day of FEBRUARY, 2000, by ROGER C. PRITCHARD, who is personally known to me or who has produced N/A as identification.

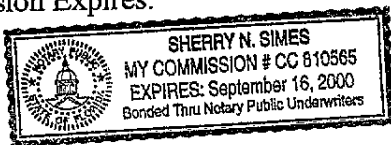
(Seal)

Sherry N. Simes  
Notary Public

SHERRY N. SIMES

Printed Notary Signature

My Commission Expires:



Paul F. Gaeta  
Paul F. Gaeta

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25<sup>TH</sup> day of FEBRUARY, 2000, by PAUL F. GAETA, who is personally known to me or who has produced N/A as identification.

(Seal)

Sherry N. Simes  
Notary Public  
SHERRY N. SIMES

Printed Notary Signature

My Commission Expires:



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TALLAHASSEE, FLORIDA

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Margareta Gaeta  
Margareta Gaeta

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2000, by MARGARETA GAETA, who is personally known to me or who has produced N/A as identification.

(Seal)

Sherry N. Simes  
Notary Public

SHERRY N. SIMES

My Commission Expires:



Printed Notary Signature

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Naples Steak House, L.L.C., at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

William L. Pritchard  
William L. Pritchard

Date: 2/25/00

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00 MAR -1 PM 1:45  
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TALLAHASSEE, FLORIDA