

**CSC** **THE UNITED STATES CORPORATION** **00000002352**

ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 11:11 AM

ORDER NO. : 605747-050

CUSTOMER NO: 81093A

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

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\*\*\*\*160.00 \*\*\*\*125.00

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00 MAR - 1 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: JACARANDA OF SOUTHWEST  
FLORIDA, 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:

RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

L00-2352

Name	23-1
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W. P. Verifier	

FILE 1ST

**ARTICLES OF ORGANIZATION**  
**OF**  
**JACARANDA OF SOUTHWEST FLORIDA, 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 Jacaranda of Southwest Florida, 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:

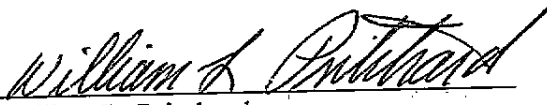
<u>NAME</u>	<u>ADDRESS</u>
William L. Pritchard	1473 Periwinkle Way Sanibel, FL 33957
Roger C. Pritchard	1473 Periwinkle Way Sanibel, FL 33957
Paul F. Gaeta	1473 Periwinkle Way Sanibel, FL 33957
Margareta Gaeta	1473 Periwinkle Way Sanibel, FL 33957

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ARTICLE V  
EFFECTIVE DATE

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

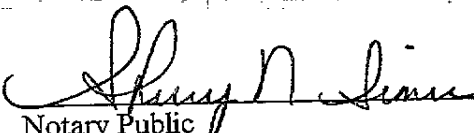
IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization at Fort Myers, Florida, for the foregoing uses and purposes this 25<sup>TH</sup> day of FEBRUARY, 2000.

  
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.

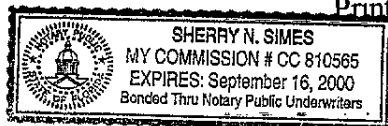
(Seal)

  
Notary Public

SHERRY N. SIMES

Printed Notary Signature

My Commission Expires:



00 MAR -1 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Roger C. Pritchard  
Roger C. Pritchard

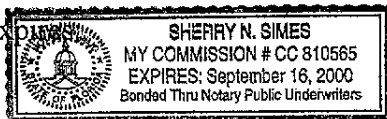
STATE OF FLORIDA  
COUNTY OF LEE

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

My Commission Expires



SHERRY N. SIMES  
Printed Notary Signature

Paul F. Gaeta  
Paul F. Gaeta

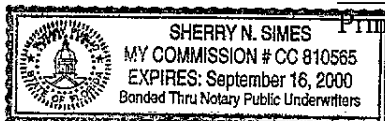
STATE OF FLORIDA  
COUNTY OF LEE

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

My Commission Expires:



Printed Notary Signature

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Margareta Gaeta  
Margareta Gaeta

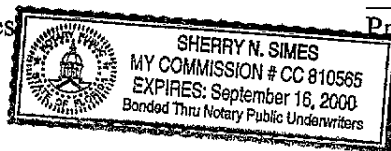
STATE OF FLORIDA  
COUNTY OF LEE

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

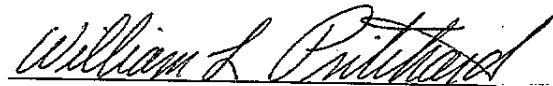


Printed Notary Signature

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Sanibel 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

Date: 2/25/00

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TALLAHASSEE, FLORIDA