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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : DUANE MORRIS & HECKSCHER, LLP
Account Number : I19990000059
Phone : (305)960-2220
Fax Number : (305)960-2201

LIMITED LIABILITY COMPANY

GRAND GRILL BAYWALK, LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 |
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**ARTICLES OF ORGANIZATION
OF
GRAND GRILL BAYWALK, LLC**

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09 MAR 16 PM 4:00

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act").

ARTICLE I: NAME

The name of this limited liability company is **GRAND GRILL BAYWALK, LLC** (the "Company").

ARTICLE II: DURATION

The Company shall have perpetual existence unless terminated as specified in Section 608.441 of the Act.

ARTICLE III: ADDRESS OF COMPANY

The mailing address and street address of the principal office of the Company is:

1726 East 7th Avenue, No. 12
Tampa, Florida 33605

ARTICLE IV: REGISTERED AGENT

The name and address of the registered agent of the Company is:

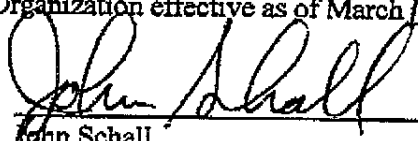
John Schall
1726 East 7th Avenue, No. 12
Tampa, Florida 33605

ARTICLE V: MANAGEMENT OF THE COMPANY

The Company is to be a manager-managed company. The name and address of the initial manager is:

John Schall
1726 East 7th Avenue, No. 12
Tampa, Florida 33605

The undersigned has executed these Articles of Organization effective as of March 15 2000.


John Schall

In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

00 MAR 16 PM 4:00
STATE OF FLORIDA
COUNTY OF MIAMI

ACCEPTANCE BY REGISTERED AGENT

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 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 as provided for in Chapter 608, F.S.


John Schall, as Registered Agent

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Olga Giberga-Lee, Legal Assistant
Duane, Morris & Heckscher LLP
200 S. Biscayne Boulevard, Suite #3410
Miami, Florida 33131