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COTTON & GATES  
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June 7, 2000

Office of the Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Organization of The Sports Page Bar & Grill, L.L.C.

Dear Sir/Madam:

Enclosed for filing please find Articles of Organization of The Sports Page Bar & Grill, L.L.C., along with this firm's check in the amount of \$125.00.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me.

Very truly yours,

Michael Gates, Esquire

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00 JUN -9 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

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## **ARTICLES OF ORGANIZATION**

**OF**

### **THE SPORTS PAGE BAR & GRILL, L.L.C.**

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizers of a limited liability company, hereby adopts the following Articles of Organization for such Company.

#### **ARTICLE I - NAME**

The name of this limited liability company is The Sports Page Bar & Grill, L.L.C. (the "Company").

#### **ARTICLE II - DURATION**

The company's existence shall be perpetual and shall be effective on June 2000.

#### **ARTICLE III - MAILING ADDRESS AND STREET ADDRESS**

The mailing address of the Company is 5206 South Ferdon Boulevard, Crestview, Florida 32536.

#### **ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Wayne Scott and the address of initial registered agent of the Company is 3009 LaSalle Court, Crestview, Florida 32536.

#### **ARTICLE V - PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 5206 South Ferdon Boulevard, Crestview, Florida 32536.

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted, but only if all of the current Members agree to the admission of the additional members and to the terms of admission.

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## **ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

## **VIII - AMOUNT OF CASH**

This Company shall begin business with FIVE HUNDERED DOLLARS.

## **ARTICLE IX - ADDITIONAL CONTRIBUTION**

The Members agree to be equally responsible for all costs and payments associated with the purchase of all equipment used for company purposes at the time and place due.

## **ARTICLE X - PURPOSE OF COMPANY**

The purpose of this Company shall be to provide a venue for patrons to enjoy sports entertainment and serve as a vendor of food and beverages, and do all other lawful business permitted by Florida Statute 608.404.

## **ARTICLE XI - ORGANIZERS**

The names and addresses of the organizers are:

Name: Wayne Scott	Address:	3009 LaSalle Court Crestview, Florida 32536
Name: Rogelio Chavez	Address:	100 John King Road Crestview, Florida 32536

## **ARTICLE XII - INDIMNIFICATION**

The Company shall indemnify any Member, Manager, Member-Manager and/or Officer who is or was a party, or who is threatened to be made a party, to any administrative or investigative, including all appeals, by reason of the fact that such Member, Manager, Member-Manager and/or Officer is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys'

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fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager, Member-Manager and/or Officer in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager, Member-Manager and/or Officer in the event of (i) a breach of such Member, Manager, Member-Manager and/or Officer's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager, Member-Manager and/or Officer derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Manager, Member-Manager and/or Officer shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Manager, Member-Manager and/or Officer is proper in the circumstances because such Member, Manager, Member-Manager and/or Officer had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceeding; or (ii) by special legal counsel, selected by the Member by a vote as set forth in (i) above.

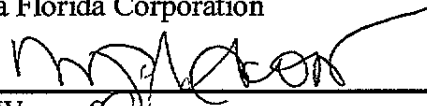
The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

### ARTICLE XIII - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal the Regulations of the Company containing provisions for the regulation and management of the affairs of the Company, by unanimous consent.

IN WITNESS WHEREOF, the undersigned, being all of the original Members of the Company, have executed these Articles of Organizations, this 5 day of June, 2000.

The Sports Page Bar & Grill L.L.C.,  
a Florida Corporation

  
Wayne Scott

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OFFICE OF STATE  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

THE foregoing instrument was acknowledged before me this 5 day of June  
2000, by Wayne Scott, who is personally known to me or has shown personally known  
as identification.

VERONICA K. HUGHES  
Notary Public-State of FL  
Comm. Exp. June 14, 2003  
Comm. No. CC 846533

Veronica K Hughes  
Notary Public  
My Commission Expires: 6-14-03

Rogelio Chavez  
Rogelio Chavez

STATE OF FLORIDA  
COUNTY OF OKALOOSA

THE foregoing instrument was acknowledged before me this 5 day of June  
2000, by Rogelio Chavez, who is personally known to me or has shown personally known  
as identification.

VERONICA K. HUGHES  
Notary Public-State of FL  
Comm. Exp. June 14, 2003  
Comm. No. CC 846533

Veronica K Hughes  
Notary Public  
My Commission Expires: 6-14-03

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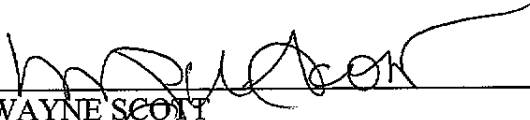
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**STATEMENT ACCEPTING APPOINTMENT OF**  
**INITIAL REGISTERED AGENT**

Pursuant to Florida Statute 608.407(1)(c), the following is submitted:

Having been named to accept service of process for The Sports Page Bar & Grill, L.L.C., a limited liability corporation, at the place designated in the Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of said Statute relative to keeping open said office.

  
\_\_\_\_\_  
WAYNE SCOTT

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TALLAHASSEE, FLORIDA