

Division of Corporations

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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

PB RESTAURANT, L.L.C.

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Prepared by:  
Howard C. Stross  
STROSS LAW FIRM  
33920 U. S. 19 North, Suite 351  
Palm Harbor, FL 34684

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
PB RESTAURANT, L.L.C.**

The undersigned, being a Member and the Organizer of PB Restaurant, L.L.C. (the "Company") hereby being formed under Chapter 608, Florida Statutes, hereby files the following Articles of Organization for the Company:

FIRST: The name of the Company is:

PB Restaurant, L.L.C.

SECOND: The latest date on which the Company is to dissolve is December 31, 2029.

THIRD: The Company is organized to engage in and do any lawful act concerning any lawful business for which a limited liability company may be organized in accordance with Florida law, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The street address of the initial registered office of the Company in Florida is 33920 U.S. Highway 19 N., Suite 351, Palm Harbor, Florida 34684, and the name of the initial registered agent of the Company in Florida at that address is Howard C. Stross.

FIFTH: The principal place of business of the Company and the mailing address of the Company is 6515 Grand Teton Plaza, Suite 300, Madison, Wisconsin 53719.

SIXTH: The Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: E. J. Plesko, having an address at 6515 Grand Teton Plaza, Suite 210, Madison, Wisconsin 53719, and John C. Metz, having an address at 3011 Exchange Court, Suite 106, West Palm Beach, Florida 33409.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Company, as capital, by the Members is \$100.00. The allocations and distributions of the Company shall be made in proportion to the Members' Percentage Interests, as set forth in the Operating Agreement.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may be agreed by the unanimous vote of the Members, in accordance with the terms and conditions of the Operating Agreement of the Company. No additional capital contributions have been agreed to by the Members at this time.

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NINTH: The existing Members shall have the right to admit additional Members to the Company, by the unanimous vote or consent of the Members, in accordance with the terms and conditions of the Operating Agreement of the Company.

TENTH: The remaining Members of the Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event, as defined in the Operating Agreement), may continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ELEVENTH: None of the Members of the Company are liable for payment of any debt, obligation or other liability of the Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles Of Organization on JUNE 29<sup>TH</sup>, 2000.

In the presence of:

Jennifer L. Kohls  
print name: Jennifer L. Kohls

E. J. Plesko  
E. J. PLESKO, Member and Organizer

Kristin M. Hodgson-Krieg  
print name: Kristin M. Hodgson-Krieg

STATE OF WISCONSIN  
COUNTY OF DANE

The foregoing instrument was acknowledged before me this 29<sup>TH</sup> day of JUNE, 2000, by E. J. PLESKO, as a Member and the Organizer of PB Restaurant, L.L.C., on behalf of the company, who is personally known to me (or who has produced as identification).

NOTARY PUBLIC:

Sign Suzanne M. LaFond  
Print SUZANNE M. LAFOND  
My Commission Expires: 08-19-2001

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**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

I, having been named as Registered Agent for PB Restaurant, L.L.C., hereby voluntarily consent to serve as Registered Agent for PB Restaurant, L.L.C..

I know and understand the duties and responsibilities of a Registered Agent as set forth in chapter 608, Florida Statutes, and I hereby accept those duties and responsibilities.

Dated: June 29, 2000.

  
HOWARD C. STROSS

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