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LIMITED LIABILITY COMPANY

TOOJAY'S AT BAYWALK, LLC

Certificate of Status	0
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Prepared By: Shapiro & Adams, P.A.
2401 PGA Boulevard, Suite 272
Palm Beach Gardens, FL 33410

**ARTICLES OF ORGANIZATION
OF
TOOJAY'S AT BAYWALK, LLC**

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 TooJay's at Baywalk, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 3654 Georgia Avenue, West Palm Beach, Florida 33405.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is William Korenbaum, 3654 Georgia Avenue, West Palm Beach, Florida 33405.

ARTICLE V - CAPITAL CONTRIBUTIONS

Each member shall not be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members

FORMS/ARTICLES/TOOJAY'S AT BAYWALK, LLC - ARTICLES OF ORGANIZATION

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of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Company will be managed by TooJay's Management Corporation, 3654 Georgia Avenue, West Palm Beach, Florida 33405.

IN WITNESS WHEREOF, the undersigned member of TooJay's at Baywalk, LLC hereby executes these Articles of Organization on this ____ day of July, 2000.

TooJay's Management Corporation

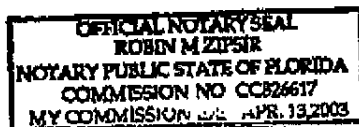
By:



William Korenbaum, President,
as Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 13 day of July, 2000 by William Korenbaum, President of TooJay's Management Corporation, as Member.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____



Notary Public, State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF ORGANIZATION**

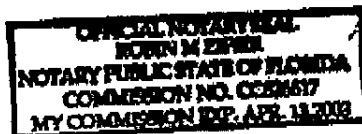
The undersigned, being the person named in the Articles of Organization of TooJay's at Baywalk, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

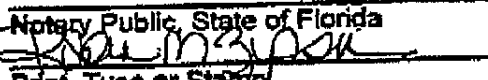

William Korenbaum, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 13 day of July,
2000 by William Korenbaum, as Registered Agent.

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____



Notary Public, State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

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