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ALAN F. GONZALEZ, P.A.

Attorney at Law

1602 West Sligh Avenue

Suite 300

Tampa, Florida 33604-5809

(813) 935-2552

FAX (813) 933-5836

August 21, 2000

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

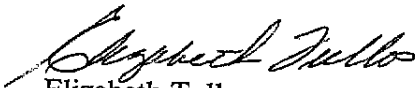
RE: D & M SPORTS PUBS, L.L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization for the above limited liability company for filing with your office. Also enclosed is our client's check in the sum of \$155.00 to cover filing fees, etc.

Very truly yours,

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****155.00 ****155.00



Elizabeth Tullos

Legal Assistant

et

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

42

**ARTICLES OF ORGANIZATION
OF
D & M SPORTS PUBS, 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 this limited liability company shall be:
D & M SPORTS PUBS, L.L.C.

ARTICLE II - ADDRESS

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

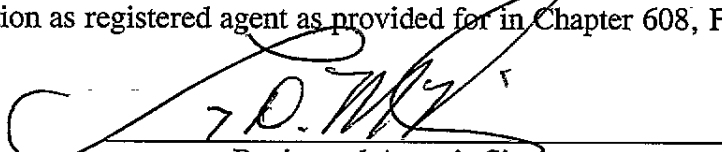
**7423 U.S. Hwy. 301 South
Riverview, FL 33569**

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

**Larry D. McKinney
11315 McMullen Loop
Riverview, FL 33569**

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.


Registered Agent's Signature

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - CLASS OF MEMBERS

The Company shall have two classes of members. One class of member shall be the active, voting members identified as managing members in the operating

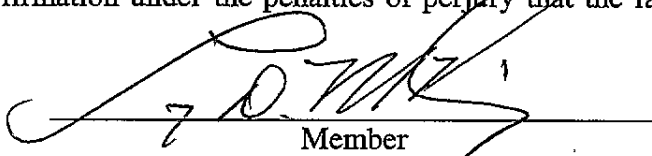
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agreement. The other class of member shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. 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 (and unless said member is a voting member as referenced in Article V herein) or become a member unless all the other members of the Company other than the member proposed to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

IN ACCORDANCE WITH §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Member
Larry D. McKinney

ARTICLE V - EFFECTIVE DATE

The effective date of the Limited Liability Company is to be
upon filing.

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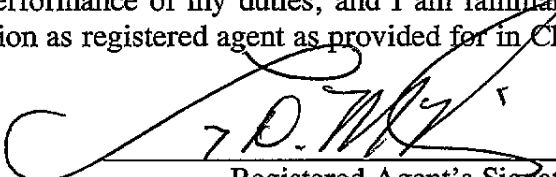
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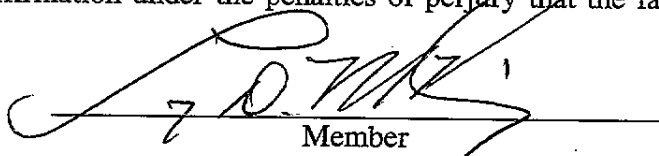
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