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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: GAIL ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF ARTICLES OF ORGANIZATION WITH AN EFFECTIVE DATE OF TODAY, SEPTEMBER 8, 2000, AND FORWARD CERTIFICATE TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR COOPERATION. GAIL S. ANDRE

LIMITED LIABILITY COMPANY

STONEWOOD GAINESVILLE, L.L.C.

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ARTICLES OF ORGANIZATION
OF
STONEWOOD GAINESVILLE, L.L.C.

ARTICLE I - NAME

The name of this limited liability company is STONEWOOD GAINESVILLE, L.L.C.
(the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 140 South Atlantic Avenue, Suite 300, Ormond Beach, Florida 32176.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 140 South Atlantic Avenue, Suite 300, Ormond Beach, Florida 32176, and the name of the initial registered agent of the Company at that address is Douglas E. Sullivan.

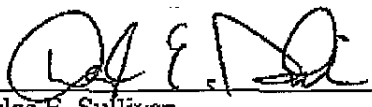
STONEWOOD RESTAURANT GROUP, L.L.C.
a Florida limited liability company, Member

By: 

Douglas E. Sullivan, Manager

ACCEPTANCE OF 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, Florida Statutes.


Douglas E. Sullivan