



THE UNITED STATES
CORPORATION
COMPANY

L000000/3805

ACCOUNT NO. : 072100000032

REFERENCE : 894418 4303940

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pajute

ORDER DATE : November 10, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 894418-005

CUSTOMER NO: 4303940

CUSTOMER: Kathleen Wheeler, Legal Asst
Holland & Knight LLP

300003460563--1

Suite 2050
400 North Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: TAMPA PALM RESTAURANT, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

UB
11-13-00

RECEIVED
00 NOV 13 AM 8:52
TALLAHASSEE, FLORIDA

RECEIVED
00 NOV 13 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

TAMPA PALM RESTAURANT, LLC
ARTICLES OF ORGANIZATION

The undersigned authorized representative of the Members of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be Tampa Palm Restaurant, LLC.

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

c/o Palm Management Corporation
1730 Rhode Island Ave. NW
Suite 900
Washington, D.C. 20036-3101

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

00 NOV 19 04 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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ARTICLE VI. MANAGEMENT

The Company shall be managed by managers, appointed by the Members, and such officers as may be appointed by the managers. The names and addresses of the initial managers are as follows:

Walter J. Ganzi, Jr.
3246 Bank Mill Road
Aiken, SC 29803

Bruce E. Bozzi
15-11 Gulf of Mexico Drive
Longboat Key, FL 34228

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has executed these Articles of Organization on this 9th day of November, 2000.

Jack A. Linn

APPROVED
AND
FILED
00 NOV 13 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable
statute, the following is submitted:

That Tampa Palm Restaurant, LLC desiring to organize under the laws of
the State of Florida with its initial registered office, as indicated in the Articles of
Organization, at 120 Hays Street, Tallahassee, Florida 32301, has named Corporation
Service Company, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability
company named above, at the place designated in this certificate, I agree to act in
that capacity, to comply with the provisions of the Florida Limited Liability
Company Act, and am familiar with, and accept, the obligations of that position, as
provided in the Florida Limited Liability Act.

Dated: 11-10-00

By: Deborah D. Skipper

Deborah D. Skipper
as its agent

TPA1 #1086884 v1

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AND
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00 NOV 13 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA