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Florida Department of State
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LIMITED LIABILITY COMPANY
EDGEWATER SPORTS BAR & GRILL, L.L.C.

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ARTICLES OF ORGANIZATION
OF
EDGEWATER SPORTS BAR & GRILL, 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 the limited liability company shall be EDGEWATER SPORTS BAR & GRILL, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is:

4082 Carlyle Lakes Blvd.
Palm Harbor, FL 34685

ARTICLE III -- REGISTERED OFFICE AND AGENT

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

Scott Crutchfield
4082 Carlyle Lakes Blvd.
Palm Harbor, FL 34685

ARTICLE IV -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE V -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 majority vote of all the remaining members.

Prepared by:
Joseph C. Skalski
14010 Roosevelt Boulevard, Suite 708
Clearwater, FL 33762
(727) 536-5001
Florida Bar No. 0802085

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ARTICLE VI -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

Scott Crutchfield
4082 Carlyle Lakes Blvd.
Palm Harbor, FL 34685

Members have no authority to bind the company.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these articles of organization at Clearwater, Florida, on the 22 day of JANUARY, 2001.

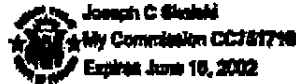


Scott Crutchfield

Sworn to and subscribed before me this 22nd day of JANUARY, 2001 by Scott Crutchfield.



Notary Public -- State of Florida
Name:



Personally Known
OR
Produced Identification

Type of Identification Produced _____

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, EDGEWATER SPORTS BAR & GRILL, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is EDGEWATER SPORTS BAR & GRILL, L.L.C.

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

Scott Crutchfield
4082 Carlyle Lakes Blvd.
Palm Harbor, FL 34685

The undersigned, being the person named in the articles of organization of EDGEWATER SPORTS BAR & GRILL, L.L.C., 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 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 accepts the obligations of the position of registered agent.



Registered Agent
Scott Crutchfield

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