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March 8, 2001

Department of State
Division of Corporations
409 East Gaines street
Tallahassee, Florida 32301

100003828291--8
-03/09/01--01074--004
***125.00 ***125.00

Re: Articles of Organization - BARBELLS GRILL, LLC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Organization to be filed with your office along with our check in the amount of \$125.00 representing the filing fee regarding:

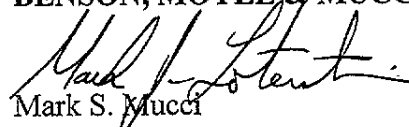
BARBELLS GRILL, LLC

Please return a stamped copy of the Articles of Organization to our office via the enclosed envelope.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & MUCCI, LLP

For 
Mark S. Mucci
For the Firm

MSM:lb

Enclosures

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01 MAR -9 AM 9:36
TALLAHASSEE, FLORIDA

SL

**ARTICLES OF ORGANIZATION
FOR
BARBELLS GRILL, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I
NAME**

The name of this Limited Liability Company is Barbells Cafe, LLC.

**ARTICLE II
DURATION/CONTINUATION**

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by a majority written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III
PURPOSE & POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Federal Law or the laws of the United States of America.

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TALLAHASSEE, FLORIDA

ARTICLE III
ADDRESS

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

One Financial Plaza, Suite 1600
Ft. Lauderdale, Florida 33394

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows:

Mark S. Mucci, Esq.
Benson, Moyle & Mucci
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS;
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII
INITIAL MANAGER

The limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company

may be changed in accordance with the regulation of the company. The name and address of the Manager is;

William Jackson
4545 N. Pine Island Road
Sunrise, FL 33351

ARTICLE VIII
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX
REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s) unless by majority vote.

ARTICLE X
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action

at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XI
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise by unanimous vote.

ARTICLE XII
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;
2. the consent of all Members is obtained, unless the return of the contributions to capital may be rightfully demanded; or

3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal
this 8TH day of MARCH, 2001


Incorporator

FILED

01 MAR -9 AM 9:36

IN THE OFFICE OF THE
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is Barbells Cafe, LLC.

The name and address of the registered agent and office is:

Mark S. Mucci
Benson, Moyle & Mucci, LLP
One Financial Plaza
Suite 1600
Fort Lauderdale, FL 33394

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated:


Mark S. Mucci

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01 MAR -9 AM 9:36
CLERK OF COURT
PALM BEACH, FLORIDA