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MEMBER OF FLORIDA
AND D.C. BARS

FED. I.D. # 59-3436548

August 15, 2001

Secretary of State
Division of Corporations
400 East Gaines Street
Tallahassee, Florida 32399

Re: The Golf Place Bar and Grill, Inc./
The Golf Place Bar and Grill, LLC.

Gentlemen:

Enclosed find Articles of Dissolution of above named corporation filed pursuant to F.S. 607.1401 and the original and one copy of the Articles of Organization for The Golf Place Bar and Grill, LLC, along with my check in the amount \$190.00 covering the following costs:

1. Filing fee Articles of Dissolution:	\$ 35.00
2. Filing fee Articles of Organizations:	100.00
3. Certified copy of Articles of Organization:	30.00
4. Registered Agent filing fee for LLC:	25.00
Total:	\$190.00

As can be seen by the enclosed documentation, I wish to have a Florida Limited Liability Company using the name stated above as opposed to a Florida Corporation under such name.

Please cause the originals of the documents to be filed (the Articles of Dissolution being filed first) and return to me a certified copy of the Articles of Organization using the self addressed stamped envelope enclosed.

Thanking you in advance, I am,

Yours Very Truly,


Lawrence H. Katz

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THE GOLF PLACE BAR AND GRILL, LLC
ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY

1. **NAME.** The name of the Limited Liability Company shall be The Golf Place Bar and Grill, LLC, a Florida Limited Liability Company.

2. **ADDRESS:** The mailing address and the street address of the principal office of the Limited Liability Company is:

501-105 Golf Tee Lane
Longwood, Florida 32779

The mailing address and/or the street address of the Principle Office may be changed from time to time by the Members.

3. **DURATION.** The period of duration for the Limited Liability Company shall be perpetual.

4. **MANAGEMENT.** The Limited Liability Company shall be a member-managed company.

5. **INITIAL REGISTERED AGENT.** The name and street address of the initial registered agent of the Limited Liability Company is:

Lawrence H. Katz
341 N. Maitland Avenue
Suite 120
Maitland, Florida 32751

6. **INDEMNIFICATION.** Every manager, managing member, officer, employee and/or agent of the Company shall be indemnified by the Company against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a manager, member manager, officer, employee and/or agent of the Company, or any settlement thereof, whether or not he or she is a member, member manager, officer, employee and/or agent at the time such expenses are incurred, except in such cases wherein the actions, or omissions to act, on the part of the member, member manager, officer, employee and/or agent are adjudged to be material to the cause of action as adjudicated and constitute a violation of criminal law unless the member, member manager, officer, employee and/or agent had no reasonable cause to believe such conduct was unlawful, or involves a transaction in which the member, member

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- manager, officer, employee and/or agent derived an improper personal benefit. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member, member manager, officer, employee and/or agent may be entitled.

7. **EFFECTIVE DATE.** The Limited Liability Company's existence shall commence at the date and time when these Articles of Organization are filed.



LAWRENCE H. KATZ,
authorized representative

REGISTERED AGENT ACCEPTANCE

August 15, 2001

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.



LAWRENCE H. KATZ
Registered Agent
341 N. Maitland Avenue
Suite 120
Maitland, Florida 32751