

FROM: HOLLAND AND KNIGHT

FAX NO: 407 244-5288

9-14-01 P.01

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Florida Department of State
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From: Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
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LIMITED LIABILITY COMPANY

Moe's Southwest Grill Winter Park, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
FOR
MOE'S SOUTHWEST GRILL WINTER PARK, LLC,
a Florida Limited Liability Company**

The undersigned desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is: Moe's Southwest Grill Winter Park, LLC (the "Company").

ARTICLE II. ADDRESS

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

6106 Blakeford Drive
Windermere, Florida 34786

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written consent of the Member.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are:

Intrastate Registered Agent Corporation
200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801

ARTICLE V. MANAGEMENT

The business of the Company shall be manager-managed. The name and street address of the initial Manager is:

Robert A. Brand, IV
6106 Blakeford Drive
Windermere, Florida 34786

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ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members of the Company.

Date: 9/12/01

Robert A. Brand, IV
Robert A. Brand, IV
An Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

Pursuant to the provisions of Section 608.415, Florida Statutes, Moe's Southwest Grill Winter Park, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is: Moe's Southwest Grill Winter Park, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: Intrastate Registered Agent Corporation
ADDRESS: 200 S. Orange Avenue, Suite 2600
Orlando, Florida 32801

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, Intrastate Registered Agent Corporation hereby accepts the appointment as registered agent and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of it's duties, and is familiar with and accepts the obligations of it's position as registered agent as provided for in Chapter 608., F.S.

INTRASTATE REGISTERED
AGENT CORPORATION

Date: Sept. 12, 2001


Louis T.M. Conti, Vice President

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