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October 12, 2001

Registration Section
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-10/17/01--01008--001
****125.00 ****125.00

RE: PARADISE ALLEY CAFE, LLC

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of organization for the above proposed Florida limited liability company along with our check in the amount of \$125.00 for payment of the following:

Filing Fee	\$100.00
Registered Agent Fee:	\$ 25.00

Please file the enclosed Articles and return a copy to us. Thank you for your assistance in this matter.

Very truly yours,

AMARI & THERIAC, P.A.



Matthew J. Monaghan, Esquire

MJM/llj
Enclosures
cc: Dianne A. Ross
Patricia DeCaro
VIA CERTIFIED MAIL
7000-1530-0005-3816-0384

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
PARADISE ALLEY CAFE, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that

ARTICLE I
Name

The name of this limited liability company ("Limited Liability Company") is: **PARADISE ALLEY CAFE, LLC**

ARTICLE II
Address


The mailing address and street address of the principal office of the Limited Liability Company is: 234 Brevard Avenue, Cocoa, FL 32922.

ARTICLE III
Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent is:

Dianne A. Ross
234 Brevard Avenue
Cocoa, FL 32922

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, 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 as provided for in Chapter 608, F.S.,


Dianne A. Ross, Registered Agent

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**ARTICLE IV
Management**

The Limited Liability Company is to be managed by managers, and the name and address of the initial managers who are to serve as managers pursuant to the Regulations of the Limited Liability Company ("Manager") until their successors are elected are:

Dianne A. Ross
234 Brevard Avenue
Cocoa, FL 32922

Patricia DeCaro
234 Brevard Avenue
Cocoa, FL 32922

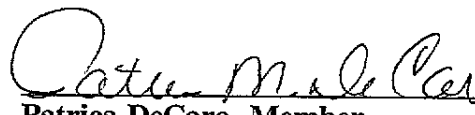
The initial managers and all subsequent managers shall serve, be removed, and elected pursuant to the Regulations of the Limited Liability Company.

**ARTICLE V
Members' Rights to Continue Business**

The remaining Members of the Limited Liability Company shall have the right to 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.

IN WITNESS WHEREOF, We have signed these Articles of Organization and acknowledged them to be our act this 12th day of October , 2001.


Dianne A. Ross, Member


Patrica DeCaro, Member

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