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December 7, 2001

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*****70.00 *****70.00

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Frontenac Food and Beverage, LLC

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation, together with our firm check in the amount of \$70.00. Please forward confirmation in care of this office.

Thanking you, I am

Sincerely yours,

R. Stephen Miles, Jr.

R Stephen Miles Jr

SIGNED IN THE ABSENCE OF
THE ABOVE TO AVOID DELAY

RSM, Jr.:dw
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 2001

R. STEPHEN MILES, JR.
OVERSTREET MILES RITCH & CUMBIE PA
100 CHURCH ST
KISSIMMEE, FL 34741

SUBJECT: FRONTENAC FOOD AND BEVERAGE, LLC
Ref. Number: W01000028660

We have received your document for FRONTENAC FOOD AND BEVERAGE, LLC and check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan
Document Specialist

Letter Number: 501A00065829

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& BUSINESSES
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FRONTENAC FOOD AND BEVERAGE, LLC

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 Frontenac Food and Beverage, LLC. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 100 Church Street, Kissimmee, FL 34741.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are R. Stephen Miles, Jr., 100 Church Street, Kissimmee, FL 34741.

ARTICLE V -- 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 VI -- 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 unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

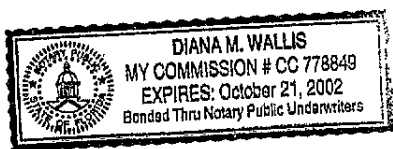
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is R. Stephen Miles, Jr., 100 Church Street, Kissimmee, FL 34741.

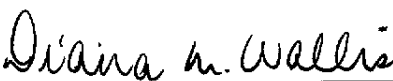
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Kissimmee, Florida, on Dec. 7, 2001.


R. Stephen Miles, Jr.

STATE OF FLORIDA,
COUNTY OF OSCEOLA, ss:

Subscribed before me this 7th, 2001, by R. Stephen Miles, Jr.,
who is personally known to me or who has produced _____
as identification.




Notary Name: Diana M. Wallis
Commission #: CC 778849
Commission Expires: 10/21/02

RSM/dw

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DIVISION OF CORPORATIONS
KISSIMMEE, FLORIDA


CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, Frontenac Food and Beverage, LLC, 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 Frontenac Food and Beverage, LLC.
2. The name and street address of the registered agent in Florida are:

R. Stephen Miles, Jr.
100 Church Street
Kissimmee, FL 34741

The undersigned, being the person named in the articles of organization of Frontenac Food and Beverage, LLC, 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.


R. Stephen Miles, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA