

CT CORPORATION

CORPORATION(S) NAME

L020000003211

Tony's Airside Restaurant, LLC

000004890140--9
02/07/02 01015-029
****155.00 ****155.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/7/02

Order#: 5093488

Ref#: _____

Amount: \$ _____

W02-3047

2-8-02

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 7, 2002

CT CORPORATION SYSTEM

SUBJECT: TONY'S AIRSIDE RESTAURANT, LLC
Ref. Number: W02000003647

We have received your document for TONY'S AIRSIDE RESTAURANT, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

Your articles of organization reflect your limited liability company will be managed by the members of the company; however, your articles contain the name(s) and address(es) of the outside manager(s). Consequently, you must either amend your articles to reflect the company will not be managed by the members or substitute the title of Managing Member (MGRM) for the title of Manager (MGR) throughout your document.

Please return your document, along with 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 502A00007652

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RECEIVED BY STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
MAR 11 2002
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
TONY'S AIRSIDE RESTAURANT, LLC**

The undersigned certifies that he desires to form limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be TONY'S AIRSIDE RESTAURANT, LLC, and its mailing address and principal office shall be located at 3900 Emerson Drive, Suite 200, in the City of Lakeland, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
IN AND FOR THE STATE OF FLORIDA

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ARTICLE IV MANAGEMENT

This limited liability company shall be managed by one (1) managing member. The name and address of the person who shall serve until the first annual meeting of members or until their successor is elected and qualified is as follows:

ANTHONY M. KERCHNER
3900 Emerson Drive, Suite 200
Lakeland, Florida 33811

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

An initial capital contribution in the amount of \$1,000.00 cash shall be paid to the limited liability company by the managing member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

A. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the

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distributive percentages alongside the name of each member. The distributive share of the profits shall be determined and paid to the members either quarterly, semi-annually or annually, or at such other time as the members determine.

B. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Anthony M. Kerchner - 100%

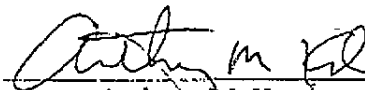
ARTICLE VIII DURATION

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3900 Emerson Drive, Suite 200, City of Lakeland, County of Polk, State of Florida, 33811, and the name of the company's initial registered agent at that address is Anthony M. Kerchner.

The undersigned, having been named as the Registered Agent of Tony's Airside Restaurant, LLC, hereby accepts the appointment and agrees to act in this capacity, including acceptance of service of process at the address of the Registered Agent as listed above. 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, Florida Statutes.


Anthony M. Kerchner
Registered Agent

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The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Tony's Airside Restaurant, LLC.

Executed by the undersigned at Lakeland, Florida on the 6th day of February, 2002.


ANTHONY M. KERCHNER
Managing Member

CAWP\CLIENTS-Misc\Tony's Airside\Articles of Organization

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CLERK OF STATE
TALLAHASSEE, FLORIDA