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LAW OFFICE OF  
WAGGONER & BRUEHL, P.A.

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Paul H. Waggoner  
of Counsel

February 26, 2002

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Secretary of State  
Attention: Corporate Division  
State Capital  
Tallahassee, FL 32303

Re: Rib City Grill of Gainesville, LLC

Gentlemen/Madam:

We are enclosing herewith duplicate original copies of the Articles of Organization for the above-named. Our check in the amount of \$125.00 is also enclosed.

Would you please file the original Articles of Organization and return a certified copy of the same to our office.

Thank you for your assistance and cooperation.

Very truly yours,



Paul H. Waggoner  
PHW:emg  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L02-5500  
AK

# ARTICLES OF ORGANIZATION

## OF

### RIB CITY GRILL OF GAINESVILLE, L.L.C.

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 RIB CITY GRILL OF GAINESVILLE, LLC (“Company”).

#### Article II – Address

The mailing address and street address of the principal office of the Company is 4109 W. Riverside Drive, Fort Myers, Florida 33901.

#### 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 Operating Agreement.

#### Article IV – Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida are WILLIAM R. KERVER, 4109 W. Riverside Drive, Fort Myers, Florida 33901.

#### Article V – Admission of New Members

Except as set forth in the Operating Agreement, 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 Operating Agreement 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 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.

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TALLAHASSEE, FLORIDA

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## 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 occurrences of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

## Article VII – Management

The company is to be and shall be managed, in accordance with Operating Agreement for the Company, by a manager, and the name and address of the manager is:

William R. Kerver  
4109 W. Riverside Drive  
Fort Myers, Florida 33901

As long as WILLIAM R. KERVER is the manager, the manager shall have the power to adopt, alter, amend, or repeal the Operating Agreement. Thereafter, the Operating Agreement may be amended, altered, or repealed in accordance with its terms.

## Article VIII – Voting Rights

As long as WILLIAM R. KERVER and NANCY F. KERVER are members of this Company, they shall be the only members who shall have voting rights, and all other members shall have no voting rights, except as otherwise provided by applicable law. At such time as WILLIAM R. KERVER and NANCY F. KERVER cease to be a member of this Company, the members shall vote in proportion to their then-current percentages or other interest in the profits of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Bokeelia, Lee County, Florida this 26th day of February, 2002.

William R. Kerver  
William R. Kerver

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing Articles of Organization were acknowledged before me this 26th day of February, 2002, by WILLIAM R. KERVER. He personally known to me (X) or produced ( ) \_\_\_\_\_ as identification.

My Commission expires:

Notary Public



Eileen M. Grover  
MY COMMISSION # DD060400 EXPIRES  
October 23, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

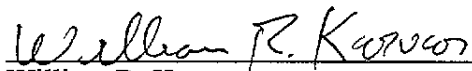
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is RIB CITY GRILL OF GAINESVILLE, L.L.C..

2. The name and the Florida street address of the registered agent are:

WILLIAM R. KERVER  
4109 W. Riverside Drive  
Fort Myers, Florida 33901

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.

  
William R. Kerver

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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