



ALE HOUSE MANAGEMENT

LO20000020978

4/15 FL LLC

Direct Telephone Line: (561)744-3100

Direct Facsimile Line: (561)744-3111

August 14, 2002

MJH

Via FedEx

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***125.00 ***125.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: ALE HOUSE EXPANSION, L.L.C.

Dear Sir/Madam:

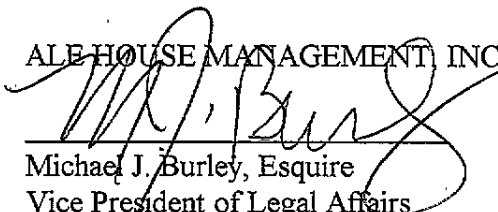
Enclosed herewith for filing are the Articles of Organization of Limited Liability Company for ALE HOUSE EXPANSION, L.L.C. Also enclosed is a check in the amount of One Hundred Twenty Five Dollars (\$125.00) representing the filing fee and registered agent fee to file the Articles. Please send confirmation of the filing to the address below as soon as possible.

Thank you and if you have any questions, please do not hesitate to call.

Very truly yours,

ALE HOUSE MANAGEMENT, INC.

BY:


Michael J. Burley, Esquire
Vice President of Legal Affairs

FILED
02 AUG 15 PM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MJB:ve
Enclosures

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

FOR

ALE HOUSE EXPANSION, L.L.C.

The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Act, Section 608 of the Florida Statutes, adopts the following articles of organization for such limited liability company:

ARTICLE I - NAME

The name of the limited liability company is: **ALE HOUSE EXPANSION, L.L.C.**

ARTICLE II - DURATION

The period of duration of the company is perpetual with the right to continue the company/business upon the death, resignation, retirement, expulsion, bankruptcy or other event which could terminate the company.

ARTICLE III - PURPOSE

The purpose of the company is to engage in restaurant and lounge business and for any other activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE ADDRESS

The initial street address and mailing address in Florida of the principal office of the corporation is 612 North Orange Avenue, Suite C-6, Jupiter, Florida 33458.

ARTICLE V - REGISTERED AGENT

The name of the registered agent is MICHAEL J. BURLEY, ESQ., and the street address of the initial registered agent for service of process in the State of Florida is: 612 North Orange Avenue, Suite C-3, Jupiter, Florida 33458.

FILED
02 AUG 15 PM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - MANAGEMENT


The limited liability company is to be a member-managed company with management vested exclusively with the following individual members whose addresses are: 612 North Orange Avenue, Suite C-6, Jupiter, Florida 33458:

JACK W. MILLER	- Chief Executive Officer/Manager
RAY HOLDEN	- Chief Operating Officer and President/Manager
KATHLEEN GRANGARD	- Chief Financial Officer/Manager
MICHAEL J. BURLEY, ESQ.	- Vice President and General Counsel/Manager
DAVE REID	- Vice President of Operations/Manager

ARTICLE VII - INDEMNIFICATION

The limited liability company shall indemnify and hold harmless all members and/or managers from any and all claims and demands whatsoever except for those listed in Florida Statute 608.4229(2)(a-d) of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned organizer/member, RAY HOLDEN, Organizer and Chief Operating Officer/Member, has executed these Articles of Organization, on this 14th day of August, 2002.



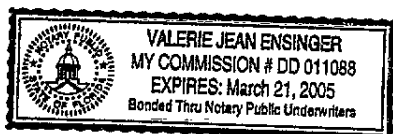
RAY HOLDEN

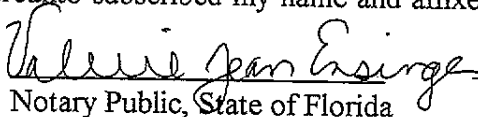
Organizer and Chief Operating Officer/Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BE IT KNOWN that on the 14th day of August, 2002, before me, a Notary Public, duly commissioned in and for the above County and State, personally appeared RAY HOLDEN, Organizer and Chief Operating Officer/Member, and personally known to me, or who produced personally known as identification, to be the same person described in and who executed the Articles of Organization, to be his act and deed, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of Office the day and year last above written.




Notary Public, State of Florida

at Large

Valerie Jean Ensinger
Printed Name of Notary Public

My Commission # DD 011088

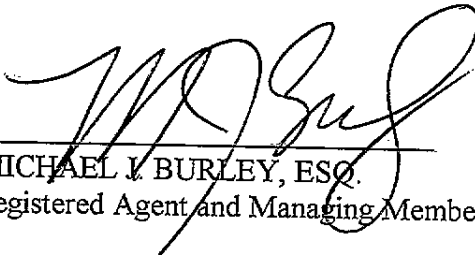
My Commission Expires 3/21/05

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415 of the Florida Statutes, the following is submitted:

ALE HOUSE EXPANSION, L.L.C. desiring to organize or qualify under the laws of the State of Florida as a limited liability company, with its principal place of business at 612 North Orange Avenue, Suite C-3, Jupiter, Florida 33458, has named **MICHAEL J. BURLEY, ESQ.** as its agent to accept service of process within Florida.

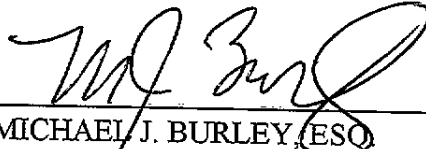
DATED this 14TH day of August, 2002.



MICHAEL J. BURLEY, ESQ.
Registered Agent and Managing Member

Having been named to accept service of process for the above stated company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 14TH day of August, 2002.



MICHAEL J. BURLEY, ESQ.
Registered Agent