



V. J. Alvarez & Associates  
Attorneys and Counselors at Law

L02000022663

4230 South MacDill Avenue, Suite F ♦ Tampa, Florida 33611  
Telephone 813.835.1955 ♦ Facsimile 813.835.0744  
P.O. Box 10858 ♦ Tampa, Florida 33679-0858  
vjaltvarezpa@mindspring.com

August 26, 2002

500007458075--9  
-08/30/02--01069--005  
\*\*\*\*\*155.00 \*\*\*\*\*155.00

Registration Section  
Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

BK

Re: Toomy Restaurants, L.L.C.

Dear Secretary of State:

Enclosed for filing are **two (2) originals** of the Articles of Organization of Toomy Restaurants, L.L.C. and Certificate of Designation of Registered Agent and Registered Office.

Also enclosed is check number 3663 in the amount of \$155.00, representing your filing fee of \$100.00, your fee for designation of resident agent of \$25.00, and \$30.00 for a certified copy. Please return the certified copy of the Articles of Organization to the undersigned in the stamped self-addressed envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,

Victoria J. Alvarez

VJA:dm  
Enclosures  
cc: Kevin W. Toomy, Member (w/ enc)

FILED  
02 AUG 30 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**TOOMY RESTAURANTS, L.L.C.**

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Limited Liability Company under Chapter 608, Florida Statutes (the Florida Limited Liability Company Act), providing for the formation, rights, privileges and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

**ARTICLE I.**  
**NAME**

The name of the limited liability company (the "Company") shall be **TOOMY RESTAURANTS, L.L.C.**

**ARTICLE II.**  
**MAILING AND STREET ADDRESS**

The mailing and street address of the Company is **7421 Cypresshead Drive North, Parkland, Florida 33067.**

**ARTICLE III.**  
**DURATION; EFFECTIVE DATE**

This Company shall exist for a period commencing **August 20, 2002**, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this Company shall commence upon and as of the date on which these Articles of Organization are filed by the Department of State and shall continue, in either case, in perpetuity.

**ARTICLE IV.**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is **7421 Cypresshead Drive North, Parkland, Florida 33067**, and the name of its initial registered agent at such address is **KEVIN W. TOOMY.**

**ARTICLE V.**  
**PURPOSE**

This Company is organized for the purpose or purposes of engaging in any activity within the purposes for which a limited liability company may be formed under the Florida Limited Liability Company Act, including matters incidental or pertaining to, or connected with, such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

02 AUG 30 PM 2:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII.  
MANAGEMENT**

Management of the Company is reserved to its members and the name and address of the initial members are as follows:

**KEVIN W. TOOMY**

7421 Cypresshead Drive North  
Parkland, FL 33067

**ROBERT S. TOOMY**

7421 Cypresshead Drive North  
Parkland, FL 33067

**FILED**  
02 AUG 30 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX.  
OPERATING AGREEMENT**

The members of the Company shall have the right to enter into an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.  
PROFITS AND LOSSES; DISTRIBUTIONS**

The Company shall allocate its profits and losses, and shall make all distributions, in accordance with the Operating Agreement.

**ARTICLE XI.  
CLASSIFICATION FOR FEDERAL TAX PURPOSES**

It is the intent of the members that the Company be classified and taxed as a partnership for federal tax purposes.

**ARTICLE XII.  
AMENDMENT**

These Articles of Organization may be amended by a vote of members representing **fifty percent (50%) or more** of the ownership interests in the Company.

Executed by the undersigned on the 22 day of August, 2002.

  
\_\_\_\_\_  
KEVIN W. TOOMY, Member

**REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, **TOOMY RESTAURANTS, L.L.C.**, a limited liability company organized under the laws of the State of Florida, submits the following statement to designate its Registered Agent and Registered Office in the State of Florida.

The name and address of the Registered Agent and Registered Office are:

**KEVIN W. TOOMY**  
**7421 Cypresshead Drive North**  
**Parkland, FL 33067**

Having been named as Registered Agent and to accept service of process for **TOOMY RESTAURANTS, L.L.C.** in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

  
\_\_\_\_\_  
**KEVIN W. TOOMY**

Date: August 22, 2002