

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32301
(850) 224-8800 • 1-800-342-8062 • Fax (850) 224-1222

L020000027789

Ballyhoo Grill of Florida, LLC

200008477702---6
-10/21/02--01054--005
****125.00 ****125.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ☒ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
02 OCT 21 AM 11:17
DIVISION OF CORPORATIONS

FILED
02 OCT 21 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6

Signature _____

Requested by: SX

Name

10/21/02
Date

10:13
Time

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
BALLYHOO GRILL OF FLORIDA, L.L.C**

FILED
02 OCT 21 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

Ballyhoo Grill of Florida, L.L.C

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 608.409(1) of the Act, and shall continue for a perpetual period of time from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

**ARTICLE IV
PLACE OF BUSINESS**

The mailing address and street address of the principal place of business of this Company shall be 1671 Sand Hollow Lane, Palm Harbor, Florida 34683, or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Steven W. Moore and the street address of the registered agent for the service of process shall be 8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777.

ARTICLE VI
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII
MANAGEMENT

The management of this Company shall be managed by a manager(s) to be elected by a majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

JOHN C. FRAGALE

1671 Sand Hollow Lane
Palm Harbor, Florida 34683

CHARLES GITTO

1671 Sand Hollow Lane
Palm Harbor, Florida 34683

The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE IX
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the

FILED
02 SEP 1 PM 1:45
STATE
TALLAHASSEE, FLORIDA

Act.

FILED
02 OCT 21 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

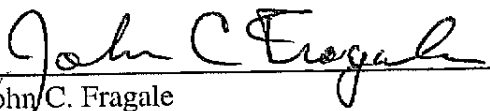
ARTICLE X **PROPERTY**

(a) **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of this Company.

(c) **Conveyances.** The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

BALLYHOO GRILL OF FLORIDA, L.L.C

By: 
John C. Fragale
Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XI **AMENDMENTS**

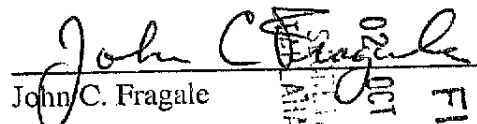
These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII **REGULATIONS**

The members are hereby authorized and directed to prepare and adopt an Operating

Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 18 day of October, 2002


John C. Fragale
FILED
OCT 21 PM 1:45
STATE
OF FLORIDA
PINELLAS COUNTY

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared John C. Fragale, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 18 day of October, 2002, in the aforesaid County and State.


NOTARY PUBLIC

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Ballyhoo Grill of Florida, L.L.C, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Palm Harbor, County of Pinellas, and State of Florida, has named Steven W. Moore, located at 8200 Bryan Dairy Road, Suite 300, Largo, Florida 33777, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.

By:


Steven W. Moore, Registered Agent

FILED
OCT 21 PM 1:50
CLERK OF DISTRICT COURT
PALM HARBOR, FLORIDA