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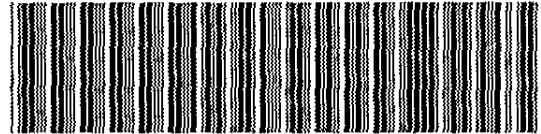
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sideline's Bar and
Billiards LLC

Signature _____

Requested by: SW

11/26

Name _____

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**ARTICLES OF ORGANIZATION
OF
SIDELINES BAR AND BILLIARDS, L. L. C.
a LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I

Name

The name of the limited liability company, referred to in these Articles as "Company", is SIDELINES BAR AND BILLIARDS, L. L. C.

ARTICLE II

Duration

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III

Purpose

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV

Principal Address

The address of Company's principal place of business in Florida is 7215 25th Drive West, Bradenton, Florida 34209. This is also the mailing address.

ARTICLE V

Registered Agent and Office

The name of Company's initial registered agent in Florida is ROBERT E. MAYERNICK. The address of Company's registered office in Florida is 7215 25th Drive West, Bradenton, Florida 34209.

ARTICLE VI

Capital Contributions

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars. The initial

members are:

PERCENTAGE OF OWNERSHIP	OWNER ENTITY
One Hundred (100%) percent	ROBERT E. MAYERNICK

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TALLAHASSEE, FLORIDA

ARTICLE VII

Management

The Company is to be managed by one (1) manager. The initial manager is: ROBERT E. MAYERNICK, whose address is 7215 25th Drive West, Bradenton, Florida 34209; who will serve until the first annual meeting of the members. The Manager shall be elected annually by the member(s), with the vote of a majority in interest of the member(s).

ARTICLE VIII

Admission of New Members

Members shall have the right to admit new members. Such new members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE IX

Transfer of Members Interest

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferor or assignor would otherwise be entitled.

ARTICLE X

Distributions of Company Assets

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to

pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

ARTICLE XI

Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution.

ARTICLE XII

Amendment or Repeal of Articles

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

ARTICLE XIII

Regulations

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this 25 day of November, 2002, at Bradenton, Florida.

SIDELINES BAR AND BILLIARDS, L. L. C.

By: Robert E. Mayernick
ROBERT E. MAYERNICK, It's Manager

STATE OF FLORIDA

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COUNTY OF MANATEE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 25 day of November, 2002 by ROBERTE. MAYERNICK as Manager of SIDELINES BAR AND BILLIARDS, L. L. C., who is personally known to me or who has produced _____ as identification and who did not take an oath.

Lisa A. Sanford
NOTARY PUBLIC

MY COMMISSION EXPIRES:



(SEAL)

**CERTIFICATE OF REGISTERED
AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

SIDELINES BAR AND BILLIARDS, L. L. C., located at 7215 25th Drive West, Bradenton, Florida 34209, names ROBERT E. MAYERNICK, as its registered agent to accept service of process within Florida. The address of the registered agent is 7215 25th Drive West, Bradenton, Florida 34209.

Dated: November 25, 2002

SIDELINES BAR AND BILLIARDS, L. L. C.

By: Robert E. Mayernick
ROBERT E. MAYERNICK, Manager

Having been named as registered agent and to accept service of process for the above-named limited liability company at the street address designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity.

Dated: November 25, 2002.

Robert E. Mayernick
ROBERT E. MAYERNICK, Registered Agent