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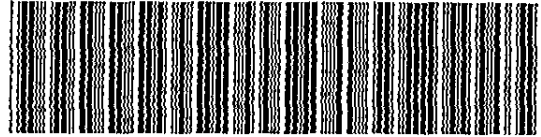
(Business Entity Name)

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LAW OFFICES
JAMES M. SCHIFF, P.A.
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

TWO DATRAN CENTER
SUITE 1609

TELEPHONE (305) 670-5599
TELEFAX (305) 670-3319

January 17, 2003

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Amended and Restate Articles of Organization
of CLWR Investments, LLC

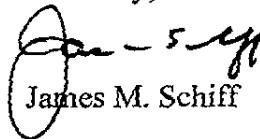
Dear Sirs:

You will find enclosed herewith (i) Amended and Restated Articles of Organization for CLWR Investments, LLC, (ii) Certification of Registered Agent and Registered Office, (iii) Affidavit of Membership and Contributions, and (iv) a check in the amount of \$25.00 payable to the Florida Department of State.

Please return a certified copy of the Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Organization, please contact this office immediately. Thank you for your cooperation.

Sincerely,


James M. Schiff

JMS:mdr
Enclosure

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

CLWR INVESTMENTS, LLC

The undersigned initial members of CLWR INVESTMENTS, LLC, a Florida limited liability company formed hereunder (the "Company") on December 5, 2002, hereby amend and restate the Articles of Organization and state as follows:

ARTICLE I. COMPANY NAME

The name of this Company is: CLWR INVESTMENTS, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of the existence of the Company shall commence its existence immediately upon the filing of the Articles of Organization, and shall continue until December 31, 2052, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

9655 South Dixie Highway
Suite 200
Miami, Florida 33156

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

9655 South Dixie Highway
Suite 200
Miami, Florida 33156

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

James M. Schiff, Esquire
9130 South Dadeland Blvd.
Suite 1609 - Two Datan Center
Miami, Florida 33156

ARTICLE VI. BUSINESS OF THE COMPANY

The business of the company shall be to acquire, develop, finance and manage the property located at the northwest corner of U.S.1 and Goldenrod Road, Martin County, Florida containing a free standing Bennigan's Grill and Tavern Restaurant.

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as member complies with the terms and conditions of the regulations of the Company.

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ARTICLE IX. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE X. MANAGEMENT OF THE COMPANY

The Company shall be managed by the members of the Company whose names are set forth below:

H. JOSH RODSTEIN
MARK COHEN
I. BUDDY LEVINE
MARK WEISSER
ROBERT MERLIN AND MICHELLE MERLIN, HIS WIFE

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XII. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XIII AMENDMENT OF REGULATIONS


The members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

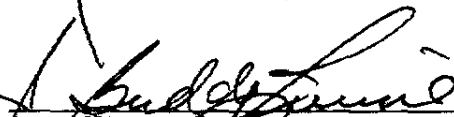
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STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Amended and Restated Articles of Organization as of this 17th day of January, 2003.

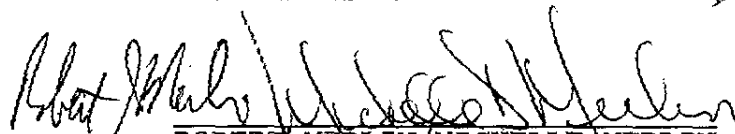
INITIAL MEMBERS:


H. JOSH RODSTEIN


MARK COHEN


L. BUDDY LEVINE


MARK WEISSER


ROBERT MERLIN/MICHELLE MERLIN


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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS AN
AGENT UPON WHOM SERVICE OF PROCESS WITHIN THIS
STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and
608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of CLWR INVESTMENTS,
LLC, in its Articles of Organization, at the place designated in
such Articles of Organization, the undersigned hereby agrees to act
in this capacity and affirms that it is familiar with, and accepts,
the obligations of such position.

Dated: Jan 17, 2003.


JAMES M. SCHIFF

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, initial members of CLWR INVESTMENTS, LLC, a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$ 10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1,490.00

4. There have been no contributions to the Company made by the members other than cash contributions.

5. The total amount of cash or property anticipated to be contributed by members is \$1,500.00. This total included amounts 2 and 3 above.


FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury, the undersigned, as officers and authorized representatives of the initial members of the Company, declare that they have read the foregoing and that the facts alleged are true, to the best of their knowledge and belief.

Dated: January 17th, 2003.

INITIAL MEMBERS:


H. JOSH RODSTEIN


MARK COHEN


BUDDY LEVINE


MARK WEISSNER


ROBERT MERLIN/MICHELLE MERLIN

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STATE OF FLORIDA

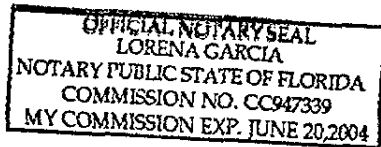
Michelle MERLIN

Sworn to and subscribed before me, the undersigned officer, by
H. JOSH RODSTEIN, MARK COHEN, I. BUDDY LEVINE, MARK WEISSER and
ROBERT MERLIN, who personally appeared before me, who took an
oath, and are personally known to me or who produced
_____ as identification, on this 17 day of January,
2003.

Lorena Garcia

Notary Public, State of Florida
Print Name: Lorena Garcia

My Commission Expires:



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