

# L030000000292

Florida Department of State  
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## LIMITED LIABILITY COMPANY

Tuscany Steakhouse & Grill, LLC

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| Name Availability |     |
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**ARTICLES OF ORGANIZATION  
OF  
TUSCANY STEAKHOUSE & GRILL, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

**ARTICLE I - NAME**

The name of this limited liability company is **TUSCANY STEAKHOUSE & GRILL, LLC**  
(the "Company").

**ARTICLE II - PERIOD OF DURATION**

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

**ARTICLE III - MAILING AND STREET ADDRESS  
OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The mailing and street address for the principal office of the Company is 529 Highway 98 E., Destin, FL 32541.

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ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is William G. Kilpatrick, Jr. whose address is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

ARTICLE V - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VI - MANAGEMENT

The Company is to be managed by an operating manager or managers, and is therefore a manager-managed limited liability company. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Guglielmo Ianni, whose address is 529 Highway 98 E., Destin, FL 32541.

ARTICLE VII - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is William G. Kilpatrick, Jr., 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

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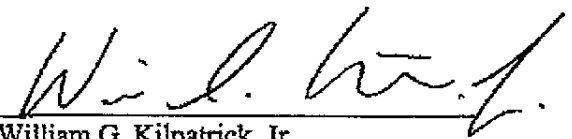
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IN WITNESS WHEREOF, the undersigned has executed these Articles on this 2<sup>nd</sup> day of  
January 2003, as the authorized representative for the Member(s) of the Company.

By:



William G. Kilpatrick, Jr.,  
Authorized Representative

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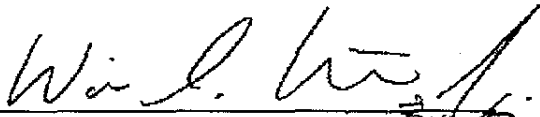
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**ACCEPTANCE BY THE REGISTERED AGENT**

I, William G. Kilpatrick, Jr., hereby accept appointment as Registered Agent for the Limited Liability Company, TUSCANY STEAKHOUSE & GRILL, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 2<sup>nd</sup> day of January 2003.

  
William G. Kilpatrick, Jr.,  
Registered Agent

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