

L03000004189

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01/31/03--01049--006 **155.00

FILED
03 FEB -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Organizer's
Signature
not acceptable*

BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

Post Office Box 54617
Atlanta, Georgia 30308

(404) 815-3000
(404) 817-3244 (Fax)

January 30, 2003

Lori Tipson
Direct Dial: (404) 685-4327
Email: ltipson@burr.com

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: PM Enterprises of Ft. Myers, LLC

Dear Sir/Madam and Florida:

Enclosed please find the following documents for processing for the above referenced entity:

1. Original and one conformed copy of the Articles of Organization; and
2. A check payable to the Florida Department of State in the amount of \$155.00 (\$100 for the filing fee, \$25.00 for the designation of registered agent and \$30.00 for a certified copy).

We request that you file the Articles of Organization, issue a Certificate of Organization and take such other actions as are required by the law to effectuate the organization of this limited liability company. Please return to the undersigned the conformed copy of the Articles of Organization with the Certificate of Organization.

Please notify the undersigned at 404/685-4327 if there are any questions about these documents.

Sincerely,



Lori Tipson
Legal Secretary

LAT
Enclosures

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000

142793

Montgomery
RSA Tower
201 Montrose Street, Suite 1950
Montgomery, Alabama 36104
(334) 241-7000

Atlanta
One Georgia Center
600 West Peachtree Street, Suite 1200
Atlanta, Georgia 30308
(404) 815-3000

FILED
03 FEB -11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 3, 2003

LORI TIPSON
BURR & FORMAN LLP
P.O. BOX 54617
ATLANTA, GA 30308

SUBJECT: PM ENTERPRISES OF FT. MYERS, LLC
Ref. Number: W03000003064

We have received your document for PM ENTERPRISES OF FT. MYERS, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The Organizer's signature is not an acceptable signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 003A00007045

**ARTICLES OF ORGANIZATION
OF
PM ENTERPRISES OF FT. MYERS, LLC**

Pursuant to the provisions of Fla. Stat. Ann. Ch. 608 et seq., the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name and Address

The name of the limited liability company is **PM Enterprises of Ft. Myers, LLC** (the "Company"), whose principal mailing address shall be 6784 Highland Pines Circle, Ft. Myers, Florida 33912, and whose principal street address shall be 13302 Palm Beach Boulevard, Ft. Myers, Florida 33905.

03
SECRET
STATE
TALLAHASSEE, FLORIDA
PM 3:00
ED

ARTICLE II

Duration

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act (the "Act") or the Company Operating Agreement.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To operate a restaurant;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent and Registered Agent's Signature

The location and street address of the initial registered office of the Company shall be 6784 Highland Pines Circle, Ft. Myers, Florida 33912, and its registered agent at such address shall be Philip Newkirk.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in the Act

Philip Newkirk

Philip Newkirk

ARTICLE V

Initial Members

The name and address of the initial Members are:

Philip Newkirk
6784 Highland Pines Circle
Ft. Myers, Florida 33912

Michael G. Tipson
809 Valley Drive
Canton, Georgia 30114

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TALLAHASSEE, FLORIDA

ARTICLE VI

Organizer

The name and address of the organizer is:

David R. Yates, Esq.
Burr & Forman LLP
600 West Peachtree Street
Suite 1200
Atlanta, Georgia 30308

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TALLAHASSEE, FLORIDA

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VIII

Cessation of Membership Not to Cause Dissolution

The cessation of membership of one (1) or more member will not result in the dissolution of the Company.

ARTICLE IX

Manager

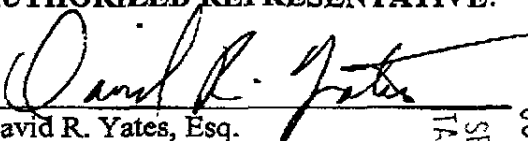
The Co-Managers of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the Co-Managers of the Company, and who shall serve until a successor is elected and begins serving, are:

Philip Newkirk
6784 Highland Pines Circle
Ft. Myers, Florida 33912

Michael G. Tipson
809 Valley Drive
Canton, Georgia 30114

IN WITNESS WHEREOF, these Articles of Organization have been subscribed as of the 30th day of January, 2003, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

AUTHORIZED REPRESENTATIVE:


David R. Yates, Esq.

This document prepared by:
David R. Yates, Esq.
Burr & Forman LLP
600 West Peachtree Street, Suite 1200
Atlanta, Georgia 30308
404/815-3000

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