

# L03000010837

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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

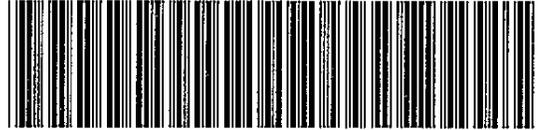
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03 MAR 26 PM 1:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Ra addresses must be the same.*

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**LAZARUS CORPORATE FILING SERVICE**

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. DOWNTOWN RESTAURANT GROUP, LLC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 21, 2003

LAZARUS CORPORATE FILING SERVICE  
3320 S.W. 87 AVENUE  
MIAMI, FL

SUBJECT: DOWNTOWN RESTAURANT GROUP, LLC  
Ref. Number: W03000008266

We have received your document for DOWNTOWN RESTAURANT GROUP, 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):

The registered agent and street address must be consistent wherever it appears in your document.

In Article 6 you have two different addresses listed.

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: 303A00017526

ARTICLES OF ORGANIZATION

OF

DOWNTOWN RESTAURANT GROUP, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be DOWNTOWN RESTAURANT GROUP LLC., ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 48 EAST FLAGLER STREET (MEZZANINE) MIAMI FL, 33131 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

The Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of the State of Florida, and shall be perpetual.

ARTICLE 5 - PURPOSES AND POWERS

The limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company.

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**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is 48 East Flagler Street (Mezzanine) Miami Fl, 33131. The name and address of the registered agent of this Company is Julian Huzenman

**ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager : Julian Huzenman  
Secretary : Gregorio Huzenman  
Treasurer : Guillermo Bermann

**ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except by the majority interest of the member(s) of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

**ARTICLE 9 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provide there are at least one remaining member.

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**ARTICLE 10 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

| <u>Members</u>   | <u>Percentage<br/>Membership Interest</u> | <u>Consideration</u> |
|--|---|----------------------|
| JULIAN HUZENMAN<br>290 174 STREET #1406<br>SUNNY ISLES FL, 33160       | 34%                                       | \$ 2                 |
| GREGORIO HUZENMAN<br>21150 N.E 38TH AVENUE #1805<br>AVENTURA FL, 33180 | 33%                                       | \$ 1                 |
| GUILLERMO BERMAN<br>210 174 STREET #910<br>N. MIAMI BEACH FL, 33160    | 33%                                       | \$ 1,980             |

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Hereby Accepts such offers, upon delivery in full to this Company of such consideration; and the Managers are hereby authorized, empowered and directed to issue and deliver to each Member and appropriate membership certificate reflecting the interest so purchased.

Dated as of this 11<sup>th</sup> day of March, 2003.

MEMBER:   
 Julian Huzenman

MEMBER:   
 Gregorio Huzenman

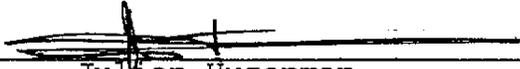
MEMBER:   
 Guillermo Bermain

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Julian Huzenman having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent.

Julian Huzenman

By: ✓

  
Julian Huzenman

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TALLAHASSEE, FLORIDA

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