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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SAN GELATO AT THE BEACH, LLC

Certificate of Status	0
Certified Copy	1
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03 MAY - 7 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SAN GELATO AT THE BEACH, 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 **SAN GELATO AT THE BEACH, 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 - PURPOSE

The purpose of the Company is to own and operate a café and any other lawful activity. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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**ARTICLE IV - MAILING AND STREET ADDRESS
OF PRINCIPAL OFFICE OF COMPANY**

The mailing and street address for the principal office of the Company is 236 Miracle Strip Parkway S.E., Fort Walton Beach, FL 32548.

ARTICLE V - 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 VI - 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 VII - CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

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ARTICLE VIII- MANAGEMENT


The Company is to be managed by a 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 Guido Tremolini, whose address is 236 Miracle Strip Parkway S.E., Fort Walton Beach, FL 32548.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

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

IN WITNESS WHEREOF, the undersigned has executed these Articles on this 7th day of May, 2003, as the authorized representative for the Member(s) of the Company.

By:



William G. Kilpatrick, Jr.,
Authorized Representative

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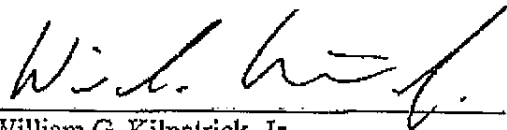
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ACCEPTANCE BY THE REGISTERED AGENT

I, William G. Kilpatrick, Jr., hereby accept appointment as Registered Agent for the Limited Liability Company, SAN GELATO AT THE BEACH, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 7th day of May, 2003.



William G. Kilpatrick, Jr.,
Registered Agent

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