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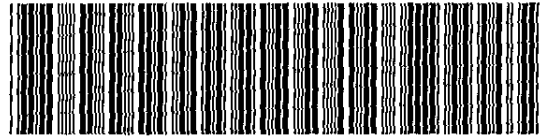
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DIVISION OF CORPORATION

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cafe on the River LLC

Art of Inc. File

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☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

☒ Annual Report / Reinstatement

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Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

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UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

CAFÉ ON THE RIVER, LLC

ARTICLES OF ORGANIZATION

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be CAFÉ ON THE RIVER, LLC, and its principal office shall be located at 19773 E. Pennsylvania Ave. in the City of Dunnellon, County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in the restaurant business in its own name, as well as under the fictitious name, "**DINNER DAMES**", and any and all other activities or businesses authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights

and property so acquired, including the right to own or otherwise hold, sell and convey, mortgage, encumber, lease, hypothecate or collateralize real property.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or *rescind any of such contracts.*

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by Or under the authority of, and the business and affairs of this limited liability company shall be managed under

the direction of, the members of this limited liability company, This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

Randall F. Brahe, Jr.
5623 W. Riverbend Rd.
Dunnellon, Florida 34433

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of all of the remaining members.

ARTICLE VI

MEMBERS - CAPITAL CONTRIBUTIONS

The following persons shall be members of this Limited Liability Company and the amount of each member's initial capital contribution is shown after each name. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

Randall F. Brahe, Jr.
5623 W. Riverbend Rd.
Dunnellon, Florida 34433

— \$5,000.00

Tracey Weese
8950 SW 204th Circle
Dunnellon, FL 34431

\$5,000.00

Lynne Hough
8950 SW 204th Circle
Dunnellon, FL 34431

\$5,000.00

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Randall F. Brahe, Jr.	<u>50%</u>
Tracey Weese	<u>25%</u>
Lynne Hough	<u>25%</u>

The distributive share of the profits shall be determined and paid to the members each calendar year, not later than December 31st.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

Randall F. Brahe, Jr.	<u>50%</u>
Tracey Weese	<u>25%</u>
Lynne Hough	<u>25%</u>

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in regulations adopted by the members.

ARTICLE IX

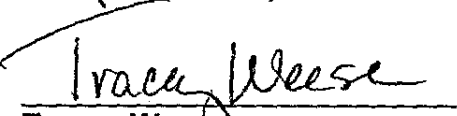
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5623 W. Riverbend Rd. Dunnellon, Florida 34433 in the City of Dunnellon, County of Marion, State of Florida, and the name of the company's initial registered agent at that address is **Randall F. Brahe, Jr.**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CAFÉ ON THE RIVER, LLC

Executed by the undersigned at Dunnellon, Florida on May 5/21/03 2003.


Randall F. Brahe, Jr.


Tracey Weese


Lynne Hough

Attached:

Membership Affidavits
Designation of Registered Agent

DESIGNATION OF REGISTERED AGENT

State of Florida)
)ss
County of Marion)

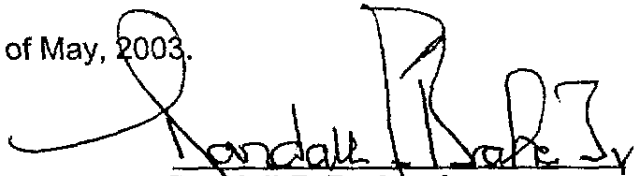
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is: **CAFÉ ON THE RIVER, LLC**

The name of the registered agent is: **Randall F. Brahe, Jr.**

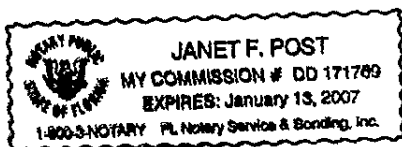
and the street address of the agent is: 5623 W. Riverbend Rd.
Dunnellon, Florida 34433

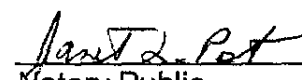
Dated this 5/21/03 day of May, 2003.


Randall F. Brahe, Jr.

The foregoing instrument was acknowledged before me this 21st day of may, 2003, by **Randall F. Brahe, Jr.**, on behalf of **CAFÉ ON THE RIVER, LLC.**, a limited liability company. He is personally known to me or has produced DR. L.L.C. as photographic identification.

My commission expires




Notary Public