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GIBBONS, COHN, NEUMAN, BELLO, SEGALL & ALLEN A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD TAMPA, FLORIDA 33609 MAILING ADDRESS: P. O. BOX 2177 TAMPA, FLORIDA 33601 http://www.gibblaw.com

FAX (813) 877-9290 (813) 877-9222

August 25, 2003

VIA AIRBORNE EXPRESS

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Amended and Restated Articles of Organization of An Enchanted Evening, LLC (Formerly Go Sushi Catering, LLC)

Dar Sir/Madam:

Enclosed please find the Amended and Restated Articles of Organization of An Enchanted Evening, LLC (Formerly Go Sushi Catering, LLC), which we would ask that you file regarding the abovereferenced matter. Also enclosed is our firm's check in the amount of \$25.00 for the filing fee.

Please provide me with a letter of acknowledgment after the amendment has been filed.

If you have any questions, please call me.

Gibbons

Gary A. Gibbons

GAG/dr Enclosures

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

AN ENCHANTED EVENING, LLC (FORMERLY GO SUSHI CATERING, LLC)

These Amended and Restated Articles of Organization are made for the purposes of: (a) amending the name of GO SUSHI CATERING, LLC, a Florida Limited Liability Company which was filed on August 7, 2003 (L03000029153-1/1), so that the amended name of the Company is "An Enchanted Evening, LLC"; and (b) to restate the Articles of Organization as the Articles of Organization for AN ENCHANTED EVENING, LLC, a limited liability company formed under the Florida Limited Liability Company Act (Ch. 608, Florida Statutes).

ARTICLE I

NAME

Effective upon the date of filing of these Amended and Restated Articles of Organization, the name of this limited liability company is amended from "GO SUSHI CATERING, LLC" to "AN ENCHANTED EVENING, LLC" (the "Company").

ARTICLE II

DURATION

The Company shall exist from the date of filing these Amended and Restated Articles of Organization with the Department of State until the earlier

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of 40 years from the date of filing or the occurrence of any of any of the events specified in Section 608.441, Florida Statutes (2003), unless continued by the unanimous consent of all of the remaining members.

ARTICLE III

MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal of the contract of

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is GARY A. GIBBONS, and the street address of the initial registered agent of the Company is 3321 Henderson Boulevard, Tampa, Florida 33609.

ARTICLE V

ADDITIONAL MEMBERS

Additional members may be admitted and membership interests may be transferred, but only if all the current members agree to the admission of the additional members and to the terms of admission and transfer, in accordance with the provisions of the Operating Agreement.

ARTICLE VI

TERMINATION OF MEMBERSHIP

Upon the death, legal disability, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the H03000249067 7

Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

ARTICLE VII

MANAGEMENT OF THE COMPANY

The Company shall be managed by one or more Managers in accordance with the Company's Operating Agreement, and is therefore a managermanaged company. The Company shall initially be managed by the following managers until the first meeting of the members or until successors are elected and qualified:

Andrew J. MoosCharles L. Rocker, Jr.3014 Horatio3014 HoratioTampa, Florida 33609Tampa, Florida 33609

ARTICLE VIII

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal an Operating Agreement for the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE IX

DATE OF EXISTENCE OF THE COMPANY

The existence of the Company shall commence on the date of filing of the subscription and acknowledgment of the Amended and Restated Articles of Organization.

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ARTICLE X

POWERS

The Company shall have all powers as are provided in Section 60Florida Statutes (2003), and such other powers as are set forth by Operating Agreement of the Company.

The undersigned, being all the members of the Company, have executed these Amended and Restated Articles of Organization effective as of the 25 day of August, 2003.

> METROPOLITAN ADVERTISING COMPANY, a Florida corporation, Member

By:

M.E. Godwin, President

Andrew J. Moos, Individually, Member

DEPARTMENT OF STATE DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 608.415, Florida Statutes, this Acceptance of Registered Agent is submitted:

1. AN ENCHANTED EVENING, LLC is a limited liability company desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

2. AN ENCHANTED EVENING, LLC has named GARY A. GIBBONS, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. AN ENCHANTED EVENING, LLC has designated as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Boulevard, City of Tampa, County of Hillsborough, State of Florida 33609.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 608.415, Florida Statutes, relative to keeping open said office.

Registered Agent Date: August <u>25</u>, 2003