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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. GERARD CORREA, P.A.

J. GERARD CORREA
ATTORNEY AT LAW
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(727) 797-3058

REPLY TO
ST. PETERSBURG



FAX (727) 576-8513

August 8, 2003

Secretary of State
Charter Division - Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: DUDLEY'S DEN, LLC

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Organization for DUDLEY'S DEN, LLC.
Enclosed is our check in the amount of \$155.00, covering the following fees:

| | | |
|---|----|--------|
| Filing Fee for Articles of Organization | \$ | 100.00 |
| Certified copy of Articles | | 30.00 |
| Registered Agent Designation | | 25.00 |
| Total | \$ | 155.00 |

Please send a certified copy of the Articles of Organization to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/sk

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

DUDLEY'S DEN, LLC

SECRETARY
TALLAHASSEE, FLORIDA

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ARTICLE I - Name

The name of this limited liability company shall be DUDLEY'S DEN, LLC.

ARTICLE II - Duration

The limited liability company shall have a perpetual existence.

ARTICLE III - Purpose and Powers

Except as restricted by these Articles of Organization, this limited liability company is organized for a food and beverage establishment for the general public and each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - Principal Office

The mailing address and the street address of this limited liability company shall be: 1071 S. Pointe Alexis Drive, Tarpon Springs, Florida 34689.

ARTICLE V - Initial Registered Agent and Office

The initial registered agent for this limited liability company and the street address of the initial registered agent is: K. Heidi Rush, 1071 S. Pointe Alexis Drive, Tarpon Springs, Florida 34689.

ARTICLE VI - Additional Members

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - Initial Manager

This limited liability company shall be managed by one or more managers. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows: K. Heidi Rush, 1071 S. Pointe Alexis Drive, Tarpon Springs, Florida 34689.

The initial manager shall serve until the first annual meeting of members or until her successor is elected and qualified or until her death or resignation.

ARTICLE VIII - Regulations

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

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03 AUG 11 10 53 AM
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

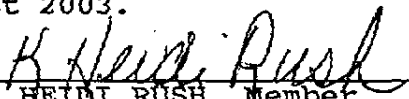
ARTICLE IX - Members' Right to Continue Business

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to the approval by the unanimous vote of the remaining members; provided that there be at least be one member.

ARTICLE X - Amendment

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 7th day of August 2003.


K. HEIDI RUSH, Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of August, 2003, by K. HEIDI RUSH, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC

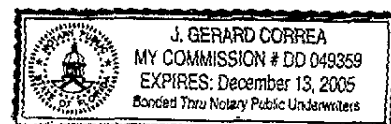

Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:



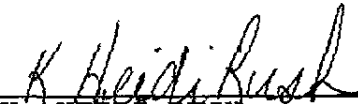
CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That DUDLEY'S DEN, LLC, designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Tarpon Springs, County of Pinellas, State of Florida, has named K. HEIDI RUSH, whose address is 1071 S. Pointe Alexis Drive, Tarpon Springs, Florida, 34689, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated organization, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.


K. HEIDI RUSH
Registered Agent