

Division of Corporations

001

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Florida Department of State  
Division of Corporations  
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From:

Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 072262000447  
Phone : (561)842-3000  
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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**Park Avenue BBQ & Grille of Wilmington, LLC**

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## ARTICLES OF ORGANIZATION

### OF

## PARK AVENUE BBQ & GRILLE OF WILMINGTON, LLC

THE UNDERSIGNED certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

### ARTICLE I - NAME

The name of the limited liability company shall be PARK AVENUE BBQ & GRILLE OF WILMINGTON, LLC (The "Company").

### ARTICLE II - DURATION

The duration of the Company shall be perpetual unless dissolved in accordance with the regulations set forth in the Operating Agreement of the Company or Florida law.

### ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the Company shall be 4135 Burns Road, Palm Beach Gardens, Florida 33410.

### ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Roger C. Stanton.

### ARTICLE V - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the state of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the state of Florida.

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**ARTICLE VI - MANAGEMENT**

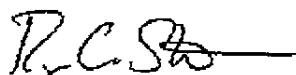
The Company shall be managed by a manager or managers who shall be named at the organizational meeting of the Company.

**ARTICLE VII - MEMBERS**

Members shall have the right to admit new members in accordance with the terms and conditions of the regulations set forth in the Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

On the death, retirement, resignation, expulsion, bankruptcy, dissolution or removal of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business without any further action on the part of the remaining members.

DATED this 2<sup>nd</sup> day of September, 2003

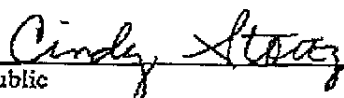
  
\_\_\_\_\_  
Roger C. Stanton  
Authorized Representative

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STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Roger C. Stanton to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 2<sup>nd</sup> day of September, 2003.

Sign   
\_\_\_\_\_  
Notary Public



Cindy Stoltz  
Commission # DD128624  
Expires June 24, 2006  
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Roger C. Stanton, Esq., FBN 0066303  
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4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
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