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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
FCA RESTAURANT LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION

OF

FCA RESTAURANT LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles")

ARTICLE I

NAME

The name of this limited liability company is FCA RESTAURANT LLC referred to in these Articles of Organization as the "Company".

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Company shall be:

1549 Cove Lake Road
North Lauderdale, FL 33068

ARTICLE III

PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV

DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

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ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office shall be 700 S Federal Highway, Suite 200, Boca Raton, FL 33432. The initial registered agent for the Company at that address shall be William Gerstein, Esq.

ARTICLE VI

ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII

PROFITS AND LOSSES

Profits and losses shall be allocated to the members in proportion to the members' interests in the Company.

ARTICLE VIII

RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except as set forth in the Operating Agreement.

ARTICLE IX

ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the consent of the remaining members.

ARTICLE X

TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, termination or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the

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Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one remaining member.

ARTICLE XI

MANAGEMENT BY MANAGERS

The Company shall be Manager-managed. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with Florida law or the Articles.

The name and address of the managers of the Company, who shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

Panagiotis (Peter) Criticos
1549 Cove Lake Road
N. Lauderdale, FL 33068

Paulo Fraga
1549 Cove Lake Road
N. Lauderdale, FL 33068

ARTICLE XII

AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization at Boca Raton, Florida on October 10, 2003.



William Gerstein, Esq.
Authorized Representative

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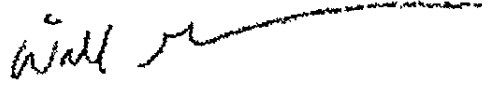
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for FCA RESTAURANT LLC at the place designated in the Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: October 10, 2003.



William Gerstein

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