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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 333588 7199649

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 160.00

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ORDER DATE : November 21, 2003

ORDER TIME : 3:53 PM

ORDER NO. : 333588-005

CUSTOMER NO: 7199649

CUSTOMER: Ms Daphne Hardcastle
Hunton & Williams

Suite 2500, Barclays Financial
Center 1111 Brickell Ave
Miami, FL 33131

DOMESTIC FILING

NAME: CALUSA GILL, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
CALUSA GRILL, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Calusa Grill, LLC (the "Company"):

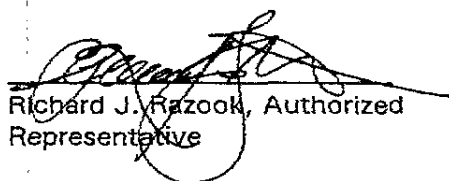
1. Name. The name of the Company is Calusa Grill, LLC.

Mailing Address and Principal Place of Business. The Company's mailing address is 9400 S.W. 130th Avenue, Miami, Florida 33186. Its principal office shall be located at 9400 S.W. 130th Avenue, Miami, Florida 33186.

2. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 21st day of November, 2003.


Richard J. Razook, Authorized
Representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.


Signature of Registered Agent

Jeanine Reynolds
as its agent