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HODGSON RUSS LLP

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From:

Account Name : HODGSON RUSS LLP
Account Number : 072720000242
Phone : (561)394-0500
Fax Number : (561)394-3862

LIMITED LIABILITY COMPANY

Gold Coast Grill-2, LLC

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ARTICLES OF ORGANIZATION

OF

GOLD COAST GRILL-2, LLC

EFFECTIVE DATE
11-24-03

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Limited Liability Company under Chapter 608, Florida Statutes (the Florida Limited Liability Company Act), providing for the formation, rights, privileges and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I
NAME

The name of the limited liability company (the "Company") shall be Gold Coast Grill-2, LLC.

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the Company is 2752 University Drive, Coral Springs, Florida 33065.

ARTICLE III
DURATION; EFFECTIVE DATE

This Company shall exist for a period commencing November 24, 2003, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this Company shall commence upon and as of the date on which these Articles of Organization are filed by the Department of State and shall continue, in either case, in perpetuity.

ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 2752 University Drive, Coral Springs, Florida 33065, and the name of its initial registered agent as such address is KEVIN W. TOOMY.

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ARTICLE V
PURPOSE

This Company is organized for the purpose or purposes of engaging in any activity within the purposes for which a limited liability company may be formed under the Florida Limited Liability Company Act, including matters incidental or pertaining to, or connected with, such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI
MANAGEMENT

Management of the Company is reserved to its members and the name and address of the initial members are as follows:

KEVIN W. TOOMY 7421 Cypresshead Drive North
Parkland, FL 33067

ROBERT S. TOOMY 1750 Scottsville Road
Bowling Green, KY 42104

ARTICLE VII
OPERATING AGREEMENT

The members of the Company shall have the right to enter into an Operating Agreement which may contain any provisions of the regulation and management of the affairs of the Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE VIII
PROFITS AND LOSSES; DISTRIBUTIONS

The Company shall allocate its profits and losses, and shall make all distributions, in accordance with the Operating Agreement.

ARTICLE IX
CLASSIFICATION FOR FEDERAL TAX PURPOSES

It is the intent of the members that the Company be classified and taxed as a partnership for federal tax purposes.

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ARTICLE X
AMENDMENT

These Articles of Organization may be amended by a vote of members representing fifty percent (50%) or more of the ownership interests in the Company.

Executed by the undersigned on the 24 day of November, 2003.


ROBERT S. TOOMY, Member

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REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, GOLD COAST GRILL-2, LLC, a limited liability company organized under the laws of the State of Florida, submits the following statement to designate its Registered Agent and Registered Office in the State of Florida.

The name and address of the Registered Agent and Registered Office are:

KEVIN W. TOOMY
7421 Cypresshead Drive North
Parkland, FL 33067

Having been named as Registered Agent and to accept service of process for GOLD COAST GRILL-2, LLC in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.


KEVIN W. TOOMY

Date: November 26, 2003

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