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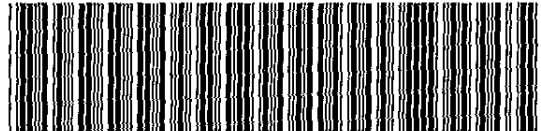
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CORPORATION SERVICE COMPANY™

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 413706 117247A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : January 28, 2004

ORDER TIME : 10:21 AM

ORDER NO. : 413706-005

CUSTOMER NO: 117247A

CUSTOMER: Robert T. Klingbeil, Esq
Klingbeil & Roberts, P.a.

341 Venice Avenue West

Venice, FL 34285

DOMESTIC FILING

NAME: LARRY'S MIAMI AVENUE CAFE,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
LARRY'S MIAMI AVENUE CAFE, L.L.C.

The undersigned subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. **Name.** The name of the Company is LARRY'S MIAMI AVENUE CAFE, L.L.C.
2. **Principal Office:** The mailing address and the street address of the principal office of the Company is:

274 Lorraine Avenue
Venice, Florida 34293

3. **Registered Agent:** The name of the initial registered agent, and the address of the initial registered office of the Company is:

Lawrence Cugno
274 Lorraine Avenue
Venice, Florida 34293

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position.

4. **Existence:** The existence of the Company shall commence on the date these Articles of Organization are filed with the Secretary of State, and shall continue until dissolved in a manner provided by law.
5. **Amendment:** These Articles of Organization may be amended in the manner provided by law.
6. **Management:** The Company will be a member-managed company.
7. **Purposes and Powers:** In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:
 - A. To engage in any activity or business authorized under the Florida Statutes.
 - B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all

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things set forth in these Articles to the same extent as a natural person might or could do.

C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

D. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry


on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

27 In witness whereof, the undersigned has executed these Articles of Organization this day of January, 2004.


LAWRENCE CUGNO, Member
LARRY'S MIAMI AVENUE CAFE, L.L.C.

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with 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 under Chapter 608, Florida Statutes.

In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


LAWRENCE CUGNO
Registered Agent