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March 9, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: Spirits Lounge, L.L.C.

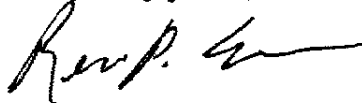
Gentlemen:

Enclosed herewith please find original and one copy of Articles of Organization and Certificate of Designation, together with my check in the amount of \$125.00.

It would be appreciated if you would please file the Articles and return the copy to me with your Certificate in the self-addressed stamped envelope enclosed.

Thanking you for your usual kind, courteous and prompt consideration, I am

Very truly yours,



Rex P. Cowan

RPC:mjg
Enclosures

ARTICLES OF ORGANIZATION
OF
SPIRITS LOUNGE, L.L.C.

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

ARTICLE I - NAME

The name of the limited liability company shall be **SPIRITS LOUNGE, L.L.C.** [the "Company"].

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the Company is: 595 Sixth Street, N.W., Winter Haven, Florida 33880.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in its Regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida are: Warren G. Gay, 595 Sixth Street, N.W., Winter Haven, Florida.

ARTICLE V - CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

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ARTICLE VI - ADDITIONAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members or as provided in its Regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in its Regulations, no additional Members shall be admitted to the Company except with the written consent of all Members entitled to cast votes and on such terms and conditions as shall be determined by the Company. A Member may transfer its interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all of the Members of the Company, other than the Member proposing to dispose of its interest, approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by vote of the remaining Members of the Company entitled to cast votes.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a Manager in accordance with Regulations adopted by the Members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the operation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the Initial Manager of the Company are: Warren G. Gay, 595 Sixth Street, Winter Haven, Florida 33881.

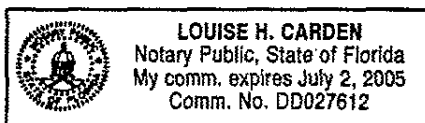
IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these Articles of Organization at Winter Haven, Polk County, Florida, on the 8th day of March, 2004.

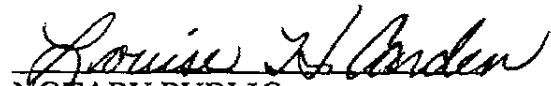

Warren G. Gay

ORGANIZER

STATE OF FLORIDA
COUNTY OF POLK

SWORN to and subscribed before me on this the 8th day of March
March, 2004, by Warren G. Gay, who is personally known to me.
Drivers License




NOTARY PUBLIC
My Commission expires:

SCHEDULE "A"
(Capital Contributions to the Company)

<u>Member</u>	<u>Contribution</u>
Warren G. Gay	\$1,000.00

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

Under the provisions of Sections 608.415 or 608.507 Florida Statutes, **SPIRITS LOUNGE, L.L.C.** submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is: **SPIRITS LOUNGE, L.L.C.**

2. The name and street address of the Registered Agent in Florida are:

Warren G. Gay
595 Sixth Street, N.W.
Winter Haven, Florida 33881

The undersigned, being the person named in the Articles of Organization of **SPIRITS LOUNGE, L.L.C.**, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, accepts appointment as Registered Agent, and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.


Warren G. Gay
Registered Agent