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TALLAHASSEE, FLORIDA

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5-3-04

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

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SARASOTA, FLORIDA 34237

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ROBERT E. MESSICK
rmessick@icardmerrill.com

REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

April 20, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

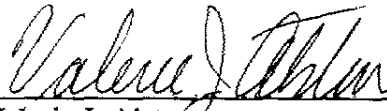
Re: Café Mediterraneo

Dear Department of State:

Please find enclosed our firm's check in the amount of \$125.00 to file the enclosed Articles of Organization and Designation of Registered Agent for Café Mediterraneo, LLC, a Florida Limited Liability Company. Please file this request and return to our offices to my attention. Thank you.

Very truly,

ICARD, MERRILL, CULLIS, TIMM
FUREN & GINSBURG, P.A.



Valerie J. Alston
Assistant to Robert E. Messick, Esquire
For the Firm

Enclosure

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**ARTICLES OF ORGANIZATION
OF
CAFÉ MEDITERRANEO, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be CAFÉ MEDITERRANEO, LLC ("Company").

ARTICLE II -- PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III -- MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address is 1970 Main Street, Sarasota, Florida 34236 and the street address of the principal office of the Company shall be 1970 Main Street, Sarasota, Florida 34236.

**ARTICLE IV -- INITIAL REGISTERED AGENT
AND REGISTERED OFFICE**

The name and street address of the registered agent of the company in the State of Florida is Robert E. Messick, Esquire, 2033 Main Street, Suite 600, Sarasota, Florida 34237.

ARTICLE V -- MANAGEMENT

The Company is to be a manager-managed company.

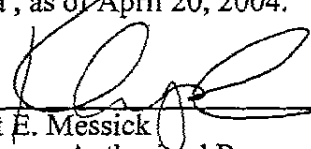
ARTICLE VI -- OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned member (or authorized representative) has executed these Articles of Organization at Sarasota, Florida, as of April 20, 2004.


Robert E. Messick
Member or Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY DESCRIBED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

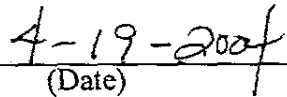
1. The name of the limited liability company is: CAFÉ MEDITERRANEO, LLC.
2. The name and address of the registered agent and office is:

Robert E. Messick, Esquire
2033 Main Street - Suite 600
Sarasota, Florida 34237

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 as registered agent.



(Signature)



(Date)

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