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LIMITED LIABILITY COMPANY

Bayshore Restaurant, LLC

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ARTICLES OF ORGANIZATION OF BAYSHORE RESTAURANT, LLC, a Florida limited liability company

- 1. The name of the limited liability company is Bayshore Restaurant, LLC.
- 2. The mailing and street address of the principal office of the limited liability company is, 300 Alton Road, Suite 303, Miami Beach, Florida 33139.
- 3. The name and street address of the initial registered agent of the limited liability company, are:

Robert W. Christoph, Jr. 300 Alton Road Suite 303 Miami Beach, Florida 33139.

Dated: as of May 4, 2004.

Robert W. Christoph, Jr., Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of May 4, 2004.

Robert W. Christoph, Jr., Registered

Agent

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