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400035105974

05/05/04--01009--004 **125.00

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2004 MAY -4 P 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[] RESPOND TO:
Post Office Box 550
Gulf Breeze, Florida
32562-0550
850-932-7906

April 20, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Rick's Cabana Lounge, L.L.C./Articles of Organization.

Gentlemen:

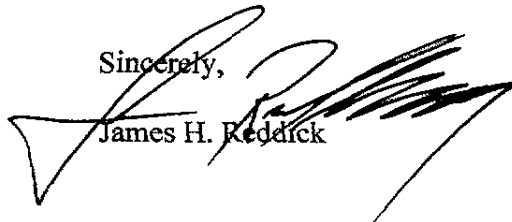
Please find enclosed the original and one copy of the Articles of Organization of Rick's Cabana Lounge, L.L.C. I have enclosed my firm check to you in the amount of \$125.00 to cover the costs of filing and one certified copy of the Articles.

Should you have any questions or comments, do not hesitate to call me at the above number.

Thanking you in advance for your assistance, and with kindest personal regards, I am

Sincerely,

James H. Reddick



JHR/em

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
RICK'S CABANA LOUNGE, L.L.C.**

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

ARTICLE I - NAME

The name of the limited liability company shall be Rick's Cabana Lounge, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address of the company is 7164 North 9th Avenue, Pensacola, Florida 32504.

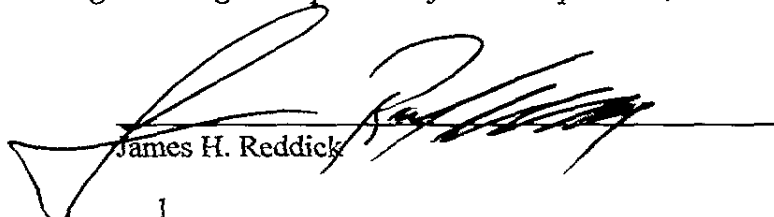
The street address of the principal office of the company is 7164 North 9th Avenue, Pensacola, Florida 32504.

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ARTICLE IV - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are James H. Reddick, 207 South Baylen Street, Pensacola, Florida 32501.

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 of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S.

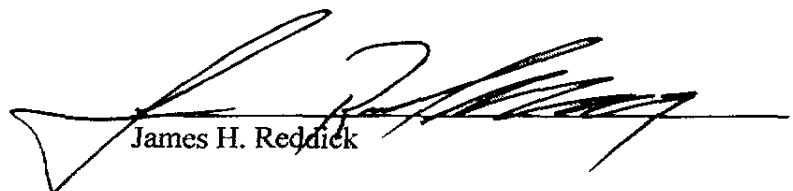

James H. Reddick

ARTICLE IV - OTHER MATTERS

This company shall indemnify a member, manager or organizer, or any former member, manager or organizer made a party to a proceeding because that person/entity is or was a member, manager or organizer of the company against any liability incurred in the proceeding if that person/entity:

- [a] Conducted himself/herself/itself in good faith;
- [b] Reasonably believed that his/her/its conduct was in or at least not opposed to the company's best interests; and,
- [c] In the case of any criminal proceeding, he/she/it had no reasonable cause to believe his/her/its conduct was unlawful.

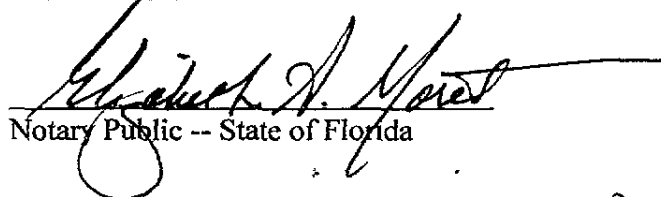
IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Pensacola, Florida, on April 30, 2004.


James H. Reddick

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

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this April 30, 2004 by James H. Reddick, who is personally known to me.


Notary Public -- State of Florida



Elizabeth A. Moret
My Commission DD199876
Expires April 03, 2007