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(City/State/Zip/Phone #)

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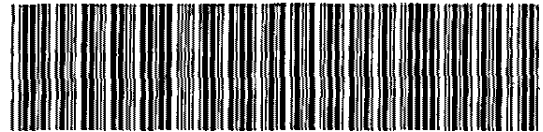
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CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUN - 7 2004

**J. GERARD CORREA, P.A.**

J. GERARD CORREA  
ATTORNEY AT LAW  
BOARD CERTIFIED TAXATION.

275 - 96TH AVE. N., UNIT 6  
ST. PETERSBURG, FLORIDA 33702-2526  
(727) 577-9876

2505 ENTERPRISE RD., SUITE 2  
CLEARWATER, FLORIDA 33763-1100  
(727) 797-3058



FAX (727) 576-8513

REPLY TO  
ST. PETERSBURG

May 28, 2004

Secretary of State  
Charter Division - Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Outpost, LLC

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Organization for Outpost, LLC. Enclosed is our check in the amount of \$155.00, covering the following fees:

Filing Fee for Articles of Organization	\$	100.00
Certified copy of Articles		30.00
Registered Agent Designation		25.00
Total	\$	155.00

Please send a certified copy of the Articles of Organization to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/sk  
Enclosure

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OUTPOST CORPORATION'S  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
OUTPOST, LLC

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this limited liability company shall be OUTPOST, LLC.

ARTICLE II - Duration

The limited liability company shall have a perpetual existence.

ARTICLE III - Purpose and Powers

Except as restricted by these Articles of Organization, this limited liability company is organized for carrying on a retail food and beverage establishment for the general public and each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - Principal Office

The mailing address and the street address of this limited liability company shall be: 2505 Enterprise Road, Clearwater, Florida 33763-1100.

ARTICLE V - Initial Registered Agent and Office

The initial registered agent for this limited liability company and the street address of the initial registered agent is: EUGENE J. MCCARTHY, 2505 Enterprise Road, Clearwater, Florida 33763-1100.

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TALLAHASSEE, FLORIDA

ARTICLE VI - Additional Members

This limited liability company may admit additional members subject to approval by the majority of the members.

ARTICLE VII - Initial Officers

This limited liability company shall be managed by one or more officers. The number of officers of this company may be changed in accordance with the regulations of the company. The name and address of the initial President is as follows: EUGENE J. MCCARTHY, 2505 Enterprise Road, Clearwater, FL 33763-1100

The initial President shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or resignation.

ARTICLE VIII - Regulations

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the majority vote of the members.

ARTICLE IX - Members' Right to Continue Business

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to the approval by the majority vote of the remaining members; provided that there be at least be one member.

ARTICLE X - Amendment

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27th day of May, 2004.

  
EUGENE J. MCCARTHY

Authorized Representative of  
the Members

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of May, 2004, by EUGENE. J. MCCARTHY, who is personally known to me and who did take an oath.

NOTARY PUBLIC

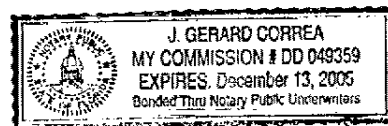
  
Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:



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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That OUTPOST, LLC, designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Clearwater, County of Pinellas, State of Florida, has named EUGENE J. MCCARTHY, whose address is 2505 Enterprise Road, Clearwater, Florida 33763, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated organization, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.

  
EUGENE J. MCCARTHY  
Registered Agent

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