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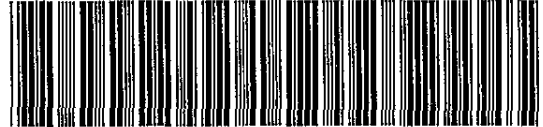
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LAW OFFICES OF  
**ERIC S. MASHBURN**

102 E. MAPLE STREET  
POST OFFICE BOX 771268  
WINTER GARDEN, FLORIDA 34777-1268

WILLS - TRUSTS - PROBATE  
BOARD CERTIFIED BUSINESS  
LITIGATION LAWYER

TELEPHONE (407) 656-1576  
FACSIMILE (407) 877-9166  
E-MAIL: emashburn@aol.com

June 29, 2004

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: D&S ENTERPRISES, LLC**

Dear Sir or Madam:

Enclosed for filing please find an original and copy of the Articles of Organization regarding the above-captioned limited liability company. A check in the amount of \$125.00 is enclosed for your filing fee. Please return a copy of the Articles with the filing confirmation.

Thank you.

Sincerely,



Eric S. Mashburn

ESM/ld  
encs.

ARTICLES OF ORGANIZATION  
OF  
D&S ENTERPRISES, LLC

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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 1 - Name*

The name of the limited liability company shall be **D&S ENTERPRISES, LLC**, (hereinafter "Company").

*ARTICLE 2 - Address of Company*

The mailing address of the Company is Post Office Box 971, Oakland, FL 34760 and the street address of the principal office of the Company is 16131 W. Colonial Drive, Oakland, FL 34760.

*ARTICLE 3 - Initial Registered Office and Agent, and Agent's Signature*

The name and street address of the initial registered agent of the Company is

Eric S. Mashburn, Esquire  
102 East Maple Street  
Winter Garden, FL 34787

Having been named as the 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 that 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 the obligations of my position as registered agent as provided for in Chapter 608, Fla. Stat.

  
Eric S. Mashburn, Registered Agent

#### *ARTICLE 4 - Managers*

Subject to the limitations set forth in the Operating Agreement, if any, the business and affairs of the Company shall be managed by two Managers, appointed in accordance with the Operating Agreement of the Company, who may exercise all powers of the Company and perform or authorize the performance of all lawful acts which are not otherwise prohibited by law, the Operating Agreement or these Articles of Organization. All acts of the Managers within the scope of their authority shall be binding on the Company. Each Manager shall be required to be a Member of the Company or the appointed agent of a Member, but shall not be required to be a resident of the State of Florida. The Company shall initially be managed by two Managers. The method of appointing, removing and replacing such managers shall be prescribed by the Operating Agreement. The number of managers may be increased or decreased from time to time by the Operating Agreement. The names and street addresses of the initial Managers who shall hold office until the first annual meeting of Members or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
Shawn Spear	510 E. Gore Street, Orlando, FL 32806
Deamicko Palumbo	Post Office Box 971, Oakland, FL 34760

#### *ARTICLE 5 -Term of Existence and Members Rights to Continue Business*

The Company shall commence its corporate existence on the date these Articles of Organization are filed by the Florida Department of State, and shall be perpetual thereafter until dissolved by the unanimous agreement of all Members. The death, bankruptcy or dissolution of a Member shall not cause the dissolution of the Company, and the business of the Company shall continue without the consent of any of the remaining Members.

#### *ARTICLE 6 - Purposes and Powers*

The general purpose for which the Company is organized is to operate a restaurant, and to transact any and all lawful business which a limited liability company may be organized under the laws of the State of Florida and of the United States. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

*ARTICLE 7 - Amendment to Articles*

These Articles of Organization may only be amended by two thirds of the members by capital account.

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

Dated this 29<sup>TH</sup> day of June, 2004.

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**SHAWN SPEAR, Member**