

NOV. 4. 2004 4:44PM

GRANT, FRIDKIN, ET AL

NO. 1205

P. 1/3  
Page 1 of 1

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Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.  
Account Number : 076402003516  
Phone : (239)514-1000  
Fax Number : (239)514-0377

**LIMITED LIABILITY COMPANY**

**Grills of Naples, LLC**

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Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION  
OF  
GRILLS OF NAPLES, LLC**

**ARTICLE I**

**NAME AND ADDRESS**

The name of this Limited Liability Company shall be **Grills of Naples, LLC** (the "Company"). The mailing address and street address of the principal office of the Company is 838 Neapolitan Way, PMB 301, Naples, Florida 34103.

**ARTICLE II**

**DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

**ARTICLE III**

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent and office of the Company shall be **Richard C. Grant, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.**

**ARTICLE IV**

**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by one of its members and is therefore a member-managed company.

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**ARTICLE V****LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

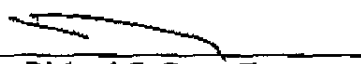
**ARTICLE VI****RIGHT TO CONTINUE BUSINESS OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

**ARTICLE VII****AMENDMENTS**

These Articles may be amended from time to time by the written consent of all Members of the Company.

WITNESS, the hand of the undersigned authorized representative of the Managing Member and the Company this 4<sup>th</sup> day of November, 2004.

  
Richard C. Grant, Esq.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for Grills of Naples, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.

  
Richard C. Grant

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