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TALLAHASSEE, FLORIDA

W12/21/04

7p

CROTTY & BARTLETT, P.A.

ATTORNEYS AT LAW

1800 W. INTERNATIONAL SPEEDWAY BLVD., SUITE 201

DAYTONA BEACH, FL 32114

MAILING ADDRESS:

POST OFFICE BOX 9547

DAYTONA BEACH, FL 32120-9547

Phone: 386-254-6907

Fax: 386-254-3459

e-mail: law@crobart.cc

#7787

Of Counsel:

W. Garrett Crotty

Glenn R. Padgett

Laurence H. Bartlett
Kathleen L. Crotty
Michael D. Crotty
Christopher Kelly

December 9, 2004

VIA FEDERAL EXPRESS

Ms. Glenda Hood
Secretary of State
Division of Corporations
R.A. Gray Building,
500 South Bronough Street
Tallahassee, FL 32399-0250

RE: UPSCALE DINING, LLC

Dear Ms. Hood:

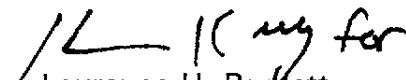
Enclosed for filing are the following:

1. Articles of Organization of Upscale Dining, LLC
2. Our check in the amount of \$155.00 as follows:
 - \$100.00 filing fee
 - \$ 25.00 resident agent fee
 - \$ 30.00 certified copy
3. Copy of this letter and envelope.

Please date stamp the enclosed copy of this letter and return it to us in the enclosed self-addressed, stamped envelope. Also enclosed is a Federal Express envelope to return the certified copy of the recorded Articles to us.

If you have any questions, or if there are any problems with this filing, please call my office (386-254-6907). Thank you.

Sincerely,


Laurence H. Bartlett

LHB/ss

Enc. (As listed)

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TALLAHASSEE, FLORIDA

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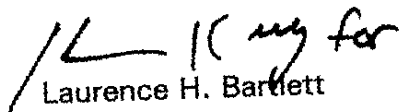
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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
UPSCALE DINING, LLC

The undersigned, being all the members authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is Upscale Dining, LLC.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is:

1800 W. International Speedway Blvd., Suite 201
Daytona Beach, FL 32114

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent is:

Laurence H. Bartlett
1800 W. International Speedway Blvd., Suite 201
Daytona Beach, FL 32114

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 the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV — Management:

The Company is to be managed by the members.

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ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

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.

Mad Hatters Management, Inc.

Howard Stange

By:
Member

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TALLAHASSEE, FLORIDA

	<u>Member</u>	<u>Contribution</u>	<u>Member Units</u>
1.	Laurence H. Bartlett, IRA 2128 John Anderson Drive Ormond Beach, FL 32174	\$12,500.00	1
2.	Kathleen L. Crotty, IRA 2128 John Anderson Drive Ormond Beach, FL 32174	\$12,500.00	1
3.	W. Garrett Crotty, IRA 5 Tomoka View Ormond Beach, FL 32174	\$25,000.00	2
4.	Barry & Deborah Dunn, as Joint Tenants 3309 Oak Vista Drive Daytona Beach, FL 32124	\$12,500.00	1
5.	Samuel and Cheryl Dunn, as Joint Tenants 42 Choctaw Trail Ormond Beach, FL 32174	\$12,500.00	1
6.	Sherry Lynne Keyes, Revocable Trust dated 5/17/00, Sherry Lynne and Gerald Keyes, Trustees 3971 S. Chinook Lane Ormond Beach, FL 32174	\$12,500.00	
7.	Michael G. and Deborah A. Machin, as Joint Tenants 129 Barrington Drive Palm Coast, FL 32137	\$25,000.00	
8.	Mad Hatters Managment, Inc. 1800 W. International Speedway Blvd. Building 2, Suite 203 Daytona Beach, FL 32114	\$25,000.00	2
9.	Glenn R. Padgett, Individually 4118 Salina Lane Ormond Beach, FL 32174	\$25,000.00	2

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TALLAHASSEE, FLORIDA

- | | | | |
|-----|--|-------------|---|
| 10. | Paul M. Rice, Individually
2205 N. Halifax Ave.
Daytona Beach, FL 32118 | \$25,000.00 | 2 |
| 11. | James L. Rose, Individually
21 Eagle Court
Ormond Beach, FL 32174 | \$25,000.00 | 2 |
| 12. | David and Susan Schandel,
as Joint Tenants
25 Choctaw Trail
Ormond Beach, FL 3174 | \$25,000.00 | 2 |
| 13. | Stephen Spore, Individually
c/o Elder Health Care of Volusia, PA
2669 Enterprise Road
Orange City, FL 32723 | \$25,000.00 | 2 |
| 14. | Howard and Elizabeth Stange,
as Joint Tenants
9 Cliffview Lane
Ormond Beach, FL 32174 | \$12,500.00 | 1 |
| 15. | Gerald and Katherine Woodard,
as Joint Tenants
63 S. Atlantic Avenue
Ormond Beach, FL 32176 | \$50,000.00 | |

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