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TALLAHASSEE, FLORIDA

J. BRYAN DEC 30 2004

Allgood & Misemer, P.A.
5645 Nebraska Avenue, New Port Richey, FL 34652
Phone: 727-848-2593 Facsimile: 727-848-2597 E-mail: krm@gte.net

Sam Y. Allgood, Jr. (1917-2000)

Kenneth R. Misemer

December 21, 2004

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

Re: ZONE LOUNGE, L.L.C.

Gentlemen:

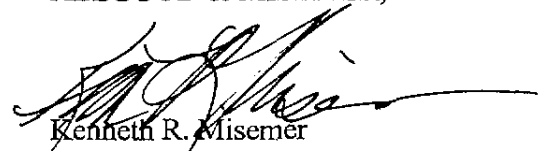
I enclose an original and duplicate original of Articles of Organization for the above-referenced Limited Liability Company. I am also enclosing a check in the amount of \$155.00 to cover the following costs:

Filing fee	\$100.00
Designation of Registered Agent	\$ 25.00
Certified copy	\$ 30.00
<u>TOTAL:</u>	<u>\$155.00</u>

Please see that these Articles are filed, and return the certified copy referenced above. A return overnight air bill (FedEx) is enclosed for your use. Thank you for your attention to this matter. Please call if you have any questions.

Yours truly,

ALLGOOD & MISEMER, P.A.


Kenneth R. Misemer

KRM/ar
Enclosures

ARTICLES OF ORGANIZATION

OF

ZONE LOUNGE, L.L.C.

The undersigned person, acting as the organizer of **ZONE LOUNGE, L.L.C.**, (The "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name and mailing and principal address of the Company is: **ZONE LOUNGE, L.L.C.**, located at 123 E. Tarpon Avenue, Tarpon Springs, Florida 34689.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence upon filing, and the existence of the Company will continue perpetually.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 123 E. Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the Company's initial registered agent at that address is DUSTIN O. DREHER.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's regulations.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the unanimous written approval of the members of the Company in a manner set forth in its regulations.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by the Manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The Manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.404(1), and Section 608.425, and shall also hold the offices and have the responsibilities

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accorded by the members which are more particularly described in its regulations and any other Agreement that may be entered into between the members and the Manager. The name and address of the initial Manager is as follows:

DUSTIN O. DREHER
123 E. Tarpon Avenue
Tarpon Springs, Florida 34689

The Manager shall serve in that capacity until the first annual meeting of members or until a successor is elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the members of the Company.

ARTICLE IX. ORGANIZER

The name and street address of the organizer executing these Articles of Organization: DUSTIN O. DREHER, whose mailing address is 123 E. Tarpon Avenue, Tarpon Springs, Florida 34689

ARTICLE X. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all the members, shall be as prescribed by the Secretary of State of Florida and shall be sworn and subscribed to by all the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of DECEMBER, 2004.



Dustin O. Dreher

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Organization were acknowledged before me this 21st day of DECEMBER, 2004, by DUSTIN O. DREHER, who is personally known to me or has produced proper identification and who did not take an oath.

signed: 
printed: Kenneth R. Misemer
Notary Public - State of Florida



Kenneth R. Misemer
MY COMMISSION # DD201433 EXPIRES
April 9, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That **ZONE LOUNGE, L.L.C.** desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, located at 123 E. Tarpon Avenue, Tarpon Springs, Florida 34689, has named DUSTIN O. DREHER, as its agent to accept service of process within the State of Florida.

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.

DATED this 21st day of DECEMBER, 2004



Dustin O. Dreher, Registered Agent

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