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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

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Phone : (407)834-3311
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LIMITED LIABILITY COMPANY

Restaurants@Retail, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
RESTAURANTS@RETAIL, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I --- NAME

The name of the Limited Liability Company shall be RESTAURANTS@RETAIL, LLC (hereinafter "Company").

ARTICLE II --- ADDRESS

The mailing address and street address of the principal office of the Company shall be 4044 West Lake Mary Blvd., #104-342, Lake Mary, FL 32746.

ARTICLE III --- DURATION

The Company commenced its existence on the 15TH day of FEBRUARY 2005 by electronically filing and subsequently filing the original Articles of Organization with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV --- REGISTERED OFFICE AND AGENT

The name of the Registered Agent of the Company in the State of Florida is Sean Bogle, Esq., and the street address of the Registered Agent's office is 706 Turnbull Avenue, Suite 203, Altamonte Springs, FL 32701.

ARTICLE V --- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the company the cash or property as mutually agreed between them.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by the managing member, Robert Crews, David Adams and Andrew Hunter in equal shares and to operate the company by a two-thirds (2/3) vote in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names, addresses and proportionate interest of the members of the company are:

Robert Crews
1056 Surreywood Lane
Heathrow, FL 32746,

[Thirty Three and One-Third (33.33%) Percent Interest]

David Adams
467 Alvarado Street
Suite 20
Monterey, CA 93940,

[Thirty Three and One-Third (33.33%) Percent Interest]

Andrew Hunter
710 Clayton Street
Apartment 2
San Francisco, CA 94117.

[Thirty Three and One-Third (33.33%) Percent Interest]

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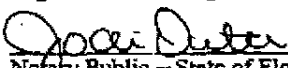
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FLORIDA

IN WITNESS WHEREOF, the undersigned a Managing Member has made and subscribed these Articles of Organization in Seminole County, State of Florida, on this 15th day of FEBRUARY 2005 and his signature has been sworn and subscribed by a Notary Public.


Robert Crews
Manager

STATE OF Florida
COUNTY OF Seminole
Sworn to and subscribed before me this 15th day of February 2005, by Robert Crews of Consultants to Industry, Inc. who acknowledged this document as the Articles of Organization and signed it willingly.


Notary Public - State of Florida
Print Name:
Personally Known X OR Produced Identification _____
Type of Identification Produced _____



Jodi Outlan
Commission # DD 052984
Expires Aug. 26, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

(Seal)

(In accordance with F.S. 608.408 (3), the execution of this affidavit constitutes under the penalties of perjury that the facts herein are true.)

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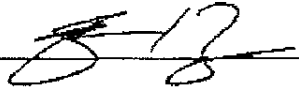
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of RESTAURANTS@RETAIL, LLC, as the Registered Agent of this Limited Liability Company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of Registered Agent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 15th day of FEBRUARY, 2005


Sean F. Bogle, Esq.
Florida Bar No. 0106313
Law Offices of Sean F. Bogle, P.A.
706 Turnbull Avenue
Suite 203
Altamonte Springs, FL 32701
407-834-3311
Registered Agent for
RESTAURANTS@RETAIL, LLC

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