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*[Handwritten signature]*

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Gourmandise European Dining L.L.C.  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH R. CONKLE  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

530 US 41 By-Pass, South Suite 20A  
(Address)

Venice, Florida 34285  
(City/State and Zip Code)

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For further information concerning this matter, please call:

JOSEPH R. CONKLE at ( 941 ) 488-8020 or 228-6221  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

Little Bavaria

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: December 9, 2004  
B. Jurisdiction: FLORIDA  
C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: \_\_\_\_\_

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Gourmandise European Dining LLC

Joseph R. Conkle

Signature of a Member or an Authorized Representative of 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.)

JOSEPH R. CONKLE

Typed or Printed Name of Signee

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FLORIDA

### FILING FEES:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Filing Fee for Registered Agent Designation
- \$ 25.00 Filing Fee for Certificate of Conversion ✓
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Gourmandise European Dining L.L.C.

**ARTICLE II - Address:**

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

**Principal Office Address:**

1262 Jacaranda Blvd.  
Venice, Florida 34292

**Mailing Address:**

530 US 41 By-Pass, South  
Unit 20A  
Venice, Florida 34285

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

JOSEPH R. CONKLE

Name

530 US 41 By-Pass, South, Suite 20A

Florida street address (P.O. Box **NOT** acceptable)

Venice FL 34285

City, State, and Zip

*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..*

Joseph R. Conkle

Registered Agent's Signature

(CONTINUED)

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**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

JOSEPH R. CONKLE

2313 Hermitage Blvd.

Venice, Florida 34292

MGRM

Ingo Menegatti

440 Coronado Road

Venice, Florida 34293

(Use attachment if necessary)

**NOTE: An additional article must be added if an effective date is requested.**

**REQUIRED SIGNATURE:**

*Joseph R. Conkle*

Signature of a member or an authorized representative of 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.)

JOSEPH R. CONKLE

Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

S 30.00 Certified Copy (Optional)

S 5.00 Certificate of Status (Optional)

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