

L05000075702

(Requestor's Name)

JUMPING JAX TAX INC
1940 HARRISON ST STE 202
HOLLYWOOD FL 33020-5072

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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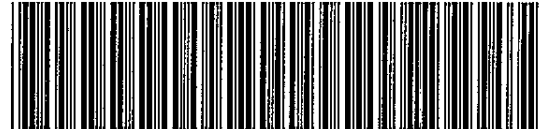
Updater

Checker

Verifier

Acknowledgment

Preparer



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2006 JAN 18 P 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Heading must have old name



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2006

JUMPING JAX TAX INC
1940 HARRISON ST., STE 202
HOLLYWOOD, FL 33020-5072

SUBJECT: R & T PARTNERS, LLC
Ref. Number: L05000075702

We have received your document for R & T PARTNERS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Heading of your Amended and Restated Articles must have the old name in it not the new name.

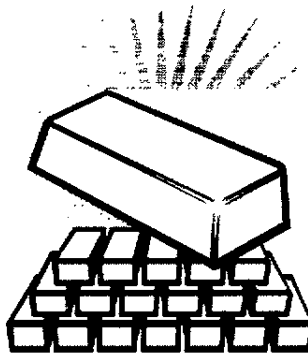
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 206A00001114

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
R & T PARTNERS, LLC**
(Florida Document L05000075702)



Article I. PREAMBLE

Section 1.01 This Amended and Restated Articles of Organization were approved by a vote of the Majority-in-Interest of the Members pursuant to § 608.4231(4), Florida Statutes (approved by vote of more than 50.01% of the Members.)

Section 1.02 The name of this Florida Limited Liability Company is R & T PARTNERS, LLC, pursuant to following § 608.411(1)(a), Florida Statutes.

Section 1.03 The date of filing of the Articles of Organization was 2 August 2005, pursuant to § 608.411(1)(b), Florida Statutes.

Section 1.04 This Florida Limited Liability Company amends and restates its Articles of Organization pursuant to 608.411(1)(c), Florida Statutes as follows:

Article II. THE NAME OF THE FLORIDA LIMITED LIABILITY COMPANY

Section 2.01 The name of this Florida Limited Liability Company is RESTAURANT AND SPORTS BAR, LLC.

Article III. THE MAILING AND STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS FLORIDA DOMESTIC PROFIT LIMITED LIABILITY COMPANY

Section 3.01 The street and mailing address of the Principal Office of this Florida Domestic Profit Limited Liability Company is 1925 Harrison St. Hollywood, FL 33020-5017.

Article IV. THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THE FLORIDA DOMESTIC PROFIT LIMITED LIABILITY COMPANY

Section 4.01 The name of the registered agent of this Florida Limited Liability Company is Jumping Jax Tax, Inc.

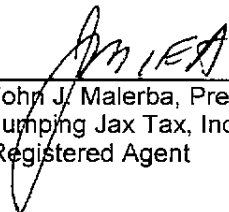
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TALLAHASSEE, FLORIDA

Article IV. THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THE FLORIDA DOMESTIC PROFIT LIMITED LIABILITY COMPANY

Section 4.01 The name of the registered agent of this Florida Limited Liability Company is **Jumping Jax Tax, Inc.**

Section 4.02 The street address of the Registered Agent of this Florida Limited Liability Company is **1940 Harrison St., Ste. 202, Hollywood, FL 33020-5072.**

Section 4.03 As Registered Agent, Jumping Jax Tax, Inc. accepts service of process for the above Florida Limited Liability Company at the street address designated in these Amended and Restated Articles of Organization. It accepts this appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of its duties. Jumping Jax Tax, Inc. is familiar with and accepts the obligations of Registered Agent for this Florida Limited Liability Company.



John J. Malerba, President,
Jumping Jax Tax, Inc.,
Registered Agent

Article V. MANAGEMENT

Section 5.01 This Florida Limited Liability Company is **Manager-Managed.**

- (a) **RODNEY HUBBARD IS AN INITIAL MANAGER** of this Florida Limited Liability Company.
- (b) **TAMMY WISELL IS AN INITIAL MANAGER** of this Florida Limited Liability Company.

Section 5.02 This Florida Limited Liability Company has officers.

- (a) **RODNEY HUBBARD IS THE PRESIDENT** of this Florida Limited Liability Company with duties enumerated in the Operating Agreement of this Florida Limited Liability Company.
- (b) **TAMMY WISELL IS THE SECRETARY** of this Florida Limited Liability Company with duties enumerated in the Operating Agreement of this Florida Limited Liability Company.

Article VI. THE EFFECTIVE TIME AND DATE OF THE COMMENCEMENT OF THIS FLORIDA LIMITED LIABILITY COMPANY

Section 6.01 The effective time and date of commencement of this Florida Domestic Profit Limited Liability Company's existence was 2 August 2005, pursuant to § 608.409, Florida Statutes.

Article VII. INDEMNIFICATION OF MEMBERS, MANAGERS, OFFICERS, REGISTERED AGENTS, AUTHORIZED REPRESENTATIVES AND EMPLOYEES OF THIS FLORIDA DOMESTIC PROFIT LIMITED LIABILITY COMPANY

Section 7.01 This Florida Limited Liability Company shall indemnify and hold harmless any Member, any Manager, any Officer, any Registered Agent, any Authorized Representative or any Employee from and against all claims and demands whatsoever.

Section 7.02 However, indemnification shall not be made to or on behalf of any Member, any Manager, any Officer, any Registered Agent, any Authorized Representative or any Employee if a judgment or other final adjudication establishes the actions, or omissions to act, of such Member, Manager, any Officer, Registered Agent, Authorized Representative or Employee were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the Member, the Manager, the Officer, the Registered Agent, the Authorized Representative or the Employee had no reasonable cause to believe such conduct was unlawful; a transaction from which the Member, the Manager, the Officer, the Registered Agent, the Authorized Representative or the Employee derived an improper personal benefit; or willful misconduct or a conscious disregard for the best interests of this Limited Liability Company in a proceeding by or in the right of the Limited Liability Company to procure a judgment in its favor or in a proceeding by or in the right of a Member; or in the case of a Manager, a circumstance under which the liability provisions of § 608.426, Florida Statutes are applicable.


Article VIII. EXECUTION BY A MANAGER

Section 8.01 Manager Rodney Hubbard of this Florida Limited Liability Company duly executes these Amended and Restated Articles of Organization for this Florida Limited Liability Company following § 608.407, Florida Statutes.

Section 8.02 This Florida Limited Liability Company has substantially complied with the requirements of § 608.409(4), Florida Statutes.

Section 8.03 These Amended and Restated Articles of Organization shall supersede the existing Articles of Organization upon the filing date of these Amended and Restates Articles of Organization with the Florida Department of State, pursuant to § 608.411(6), Florida Statutes

Section 8.04 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to § 608.408(3), Florida Statutes.


Rodney Hubbard, Manager
Hot Rodz Restaurant and Sports Bar, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA