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From: HUNTON WILLIAMS

Division of Corporations

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Florida Department of State
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To:

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Fax Number : (850) 205-0383

From:

Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305) 810-2542
Fax Number : (305) 810-2460

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Restaurant Concepts & Ventures, LLC

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**ARTICLES OF ORGANIZATION
OF
RESTAURANT CONCEPTS & VENTURES, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Restaurant Concepts & Ventures, LLC (the "Company"):

**ARTICLE I
NAME**

The name of the limited liability company is Restaurant Concepts & Ventures, LLC (the "Company").

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 1414 Brickell Avenue, Miami, Florida 33131

**ARTICLE III
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the Company in Florida is Alex McLane Soto c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Company is to be member managed. The name and address of its managing member is:

<u>Name</u>	<u>Address</u>
Second Wind Holdings, LLC	1414 Brickell Avenue, Miami, Florida 33131

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IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 20th day of April, 2006.



Alex McLane Soto, Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

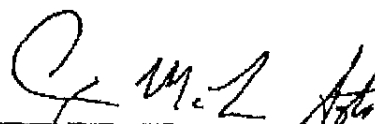
WITNESSETH:

That RESTAURANT CONCEPTS & VENTURES, LLC, desiring to organize under the laws of the State of Florida, has named Alex McLane Soto c/o Hunton & Williams, LLP, whose offices are located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 20th day of April, 2006.



Registered Agent Signature

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