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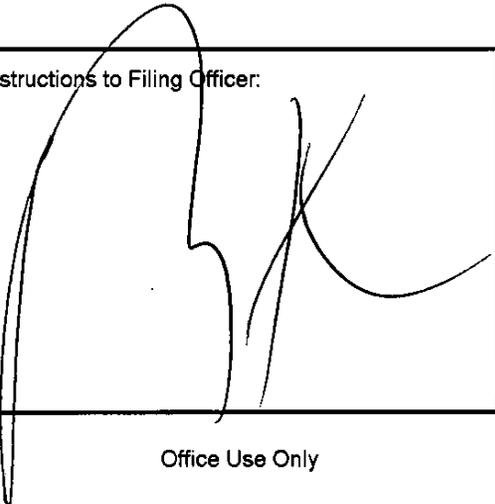
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Casa Luna Partners, LLC

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**ARTICLES OF ORGANIZATION
OF CASA LUNA PARTNERS, LLC**

ARTICLE I

The name of the limited liability company is Casa Luna Partners, LLC.

ARTICLE II

The period of the limited liability company's duration shall be thirty (30) years from the date of the filing of these Articles of Organization with the Department of State.

ARTICLE III

The purpose for which this limited liability company is organized is to operate and manage a restaurant.

ARTICLE IV

The address of this limited liability company in the State of Florida is:
Cross Trails Shopping Center, 615 Cross Street, Unit # 022, Punta Gorda, FL 33950

The name and address of the initial registered agent is:
Samuel D. Ballen, Esq., 2295 NW Corporate Blvd, Suite 117, Boca Raton, FL 33431.

ARTICLE V

The total amount of cash is \$100.00, and there is no other property being contributed to the limited liability company. The contribution of each member is as follows:

| <u>Member</u> | <u>Cash Contribution</u> | <u>Pro-Rata Share</u> |
|-----------------|--------------------------|-----------------------|
| Martin H. Block | \$50.00 | (50.0%) |
| Salvatore Pizzo | \$50.00 | (50.0%) |
| | \$100.00 | 100.0% |

ARTICLE VI

There are no additional contributions to be made by the members.

ARTICLE VII

The members shall maintain the right to admit additional members.

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ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

ARTICLE IX

The management of the limited liability company is reserved for the initial members, Martin H. Block and Salvatore Pizzo. The names and addresses of the members are:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Martin H. Block | 408 Tamiami Trail, Punta Gorda, FL 33950. |
| Salvatore Pizzo | 570 Lindley Terrace, Pt. Charlotte, FL 33952. |

ARTICLE X

Notwithstanding any other provision of these Article's or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.



Samuel D. Ballen, Esq.
Bloom Ballen & Freeling
Attorneys at Law
Attorney for and Authorized Agent
of the Members of Casa Luna Partners, LLC
2295 NW Corporate Blvd, Suite 117
Boca Raton, FL 33431
(561) 864-0000
Fla. Bar No. 963704

11/6/06
Date