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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

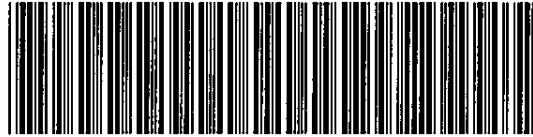
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TALLAHASSEE, FLORIDA

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April 4, 2007

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Federal Express # 8390-4425-9682

**Re: New Limited Liability Company
Coolwater Grille, LLC**

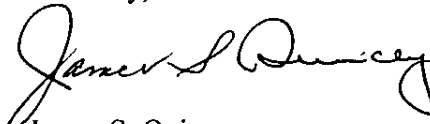
Dear Sirs:

Enclosed please find Articles of Organization, including Designation and Acceptance of Registered Agent for this limited liability company. I've enclosed a check to the State of Florida for \$130.00, which covers the \$100 filing fee, \$25 registered agent designation, and \$5 for the Certificate of Status.

We would like this filed as soon as possible, and please send back the Certificate of Status by regular mail.

If you should have any questions please call me.

Sincerely,


James S. Quincey

JSQ/smh

Encl.

G:\JSQ\Coolwater Grille, LLC\ltr to FL Dept. of State 4-4-07.wpd

**ARTICLES OF ORGANIZATION OF
COOLWATER GRILLE, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is **"Coolwater Grille, LLC"**.

ARTICLE II — Address:

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

**2281 West US Highway 90
Lake City, Florida 32024**

**ARTICLE III — Registered Agent, Registered Office, & Registered Agent's
Signature**

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

**Steven Hornberger
170 SW June Glen
Lake City, Florida 32024**

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..


STEVEN HORNBERGER

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ARTICLE IV — Duration:

The existence of the limited liability company shall be perpetual.

ARTICLE V — Management:

The limited liability company is to be managed by the manager and the name and address of the Managing Member is:

Steven Hornberger, 170 SW June Glen, Lake City, Florida 32024

ARTICLE VI— Admission of Additional Members:

Except as set forth in the operating agreement, 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 operating agreement 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII — Members' Rights to Continue Business:

The company shall be dissolved 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, unless the business of the company is continued by majority vote of all remaining members.

ARTICLE VIII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

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ARTICLE IX — Amendment of Articles

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon members is subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 4th day of April, 2007.


STEVEN HORNBERGER

(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.)

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