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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Michael's Fine Dining, L.L.C.

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ARTICLES OF ORGANIZATION OF MICHAEL'S FINE DINING, L.L.C.

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 Florida Statutes, hereby makes, acknowledges and files the following articles of organization.

ARTICLE I

Name

The name of the limited liability company is **MICHAEL'S FINE DINING, L.L.C.**

ARTICLE II

Term of Existence

This limited liability company shall have perpetual existence commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE III

Initial Principal Office

The mailing address and street address of the principal office of the limited liability company is

325 Shady Lane
Port St. Lucie, Florida 34952

The members may from time to time, change the street and post office address of the company, as well as the location of its principal office.

ARTICLE IV

Registered Agent, Registered Office and Registered Agent's Signature

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

E. Rollins Brown II, Esq.
Brown & Brown, L.L.P.
1626 90th Avenue
Vero Beach, Florida 32966

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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 in Chapter 608, F.S.

Signed:



E. Rollins Brown II, Esq.

ARTICLE V

Additional Members

The members have the rights to admit additional members upon written consent by a majority of the members as to the admission of an additional member.

ARTICLE VI

Continuation of Business

The remaining members of the limited liability company have the right to continue the business upon the dissociation of a member or the occurrence of any event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII

Management

The limited liability company is to be managed by one or more members and is, therefore, a member-managed company.

ARTICLE VII

Amendment

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or an amendment thereto, in the manner provided by law.

ARTICLE IX

Operating Agreement

This limited liability company and its members are governed by an Operating Agreement which has been executed and is located at the principal place of business.

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ARTICLE X

Nature of Business

This limited liability company is formed for the primary business of restaurant however, from time to time the company may engage in other business activities or may change its primary business purpose upon a vote by its members.

ARTICLE XI

Initial Members

The initial members of this limited liability company are:

| | |
|----------------|-----|
| Linda Cosgrove | 75% |
| Gina Magana | 25% |

(In accordance with §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.)

Signed: _____

E. Rollins Brown II, ESQ., *Authorized Representative of Member(s)*

Date: April 7, 2008.

These Articles of Organization prepared by E. Rollins Brown II of Brown & Brown, L.L.P., Vero Beach, FL on April 7, 2008.

E. ROLLINS BROWN II, ESQ.

BROWN & BROWN, L.L.P.

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