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2009 FEB 12 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

FEB 13 2009

EXAMINER

LATIN GRILL & LOUNGE, LLC

5584 Timuquana Road
Jacksonville, FL 32210

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

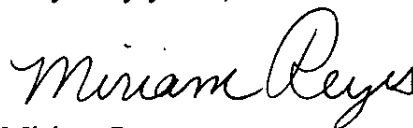
Re: Latin Grill & Lounge, LLC
A Florida Limited Liability Company

Dear Madam/Sir:

Enclosed please find Amended and Restated Articles of Organization of Latin Grill & Lounge, LLC, together with a check in the amount of \$25.00 for costs of filing.

If you have any questions regarding this matter, please contact me on by cell phone at (201) 463-7030.

Very truly yours,

A handwritten signature in black ink, reading "Miriam Reyes". The signature is written in a cursive, flowing style.

Miriam Reyes

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
LATIN GRILL & LOUNGE, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certifies that she has associated herself for the purpose of becoming a limited liability company in the State of Florida in accordance with the Florida Limited Liability Company Act (Florida Statutes Chapter 608), providing for the formation, privileges, rights and immunities of limited liability companies for profit. The undersigned declares that the following Articles of Organization shall serve as the Charter and authority for conduct of business of this limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be LATIN GRILL & LOUNGE, LLC, and the mailing and street address of its principal place of business shall be 5584 Timuquana Road, Jacksonville, Florida, 32210, but it shall have the authority and power to establish additional offices at any other place or places as the Members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which this limited liability company is authorized to transact, shall be as follows:

1. To engage in any and all activity or business authorized under the laws of the State of Florida and its statutes, including the ownership or leasing of personal property, whether intangible or tangible, or real property, or both.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida; and to do any and all

things set forth in these Articles of Organization to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any entity, person, association, partnership, corporation or limited liability company carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize and in any manner dispose of the property and rights so acquired by same.

4. To enter into and make all necessary contracts for its business with any entity, person, association, partnership, corporation or limited liability company, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department and to perform and carry out, assign, cancel or rescind any such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles of Organization and otherwise granted or permitted by the laws of the State of Florida and its statutes, while acting as agent, nominee or attorney-in-fact and agent for any entity, person, association, partnership, corporation or limited liability company.

6. To perform any service under contract or otherwise for any entity, person, association, partnership, corporation or limited liability company, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interests of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida and its statutes, providing for the formation, privileges, rights and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles of Organization, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the United States or the State of Florida.

8. To exercise any and all privileges, powers and rights in connection with the business, powers or actions of a limited liability company for profit not inconsistent or in contravention of the laws of the United States or the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the conditions and terms of any other clause. The several clauses contained in this statement of the general nature of the business or businesses to be transacted by this limited liability company shall be regarded as independent purposes and powers. Nothing contained in these Articles of Organization shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the United States or the State of Florida, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under direction of, the Members of this limited liability company. These Articles of Organization may be amended from time to time in accordance with the Regulations or

Operating Agreement of this limited liability company by the unanimous written consent or majority vote of the Members of this limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by one or more Managers as designated by its Members from time to time. The initial Board of Managers shall consist of one Manager who shall serve until the first Annual Meeting of Members of this limited liability company.

The sole Manager and Member is identified as follows:

Miriam Reyes
232 Prince Phillip Drive
St. Augustine, FL 32092

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members. Additional members may be admitted on the unanimous written consent of the existing Members and the existing Members shall determine the amount and nature of contributions by new members at the time of their admission and the conditions and terms of such admission. A Member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the existing Members or in accordance with the Regulations or Operating Agreement of this limited liability company. On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in this limited liability company, the remaining Members shall have the right to continue the business by majority vote of the remaining Members.

ARTICLE VI

LIMITATION ON AGENCY AUTHORITY OF MEMBERS

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

ARTICLE VII

CAPITAL CONTRIBUTIONS

Capital contributions, as determined by the initial Members of this limited liability company, and thereafter by its Members as described herein, shall be paid to this limited liability company by its Members as determined by the Member's respective interests in this limited liability company. Additional contributions will be made as required for investment and business purposes upon the unanimous written consent of the Members of this limited liability company. Members will make additional contributions in accordance with their respective interests in this limited liability company.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually, beginning on the date these Articles of Organization designate in Article X herein, or until dissolved in a manner provided by the laws of the State of Florida and its statutes, or as provided in the Regulations or Operating Agreement adopted by the Members of this limited liability company.

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ARTICLE IX

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REGISTERED OFFICE AND REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this limited liability company's initial registered agent is DAVID H. PEEK. The mailing and street address of this limited liability company's initial registered office is 50 North Laura Street, Suite 2600, Jacksonville, Duval County, Florida 32202.

ARTICLE X

EFFECTIVE DATE

The effective date of this limited liability company shall be the date these Articles are filed with the Secretary of State.

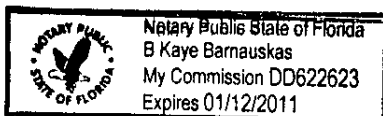
IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization, this 6th day of February, 2009.

Miriam Reyes
Miriam Reyes

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 6th day of February, 2009, by MIRIAM REYES, who is personally known to me and who did not take an oath.

(SEAL)



B Kaye Barnauskas

Print:

Notary Public, State and County Aforesaid
Commission No.

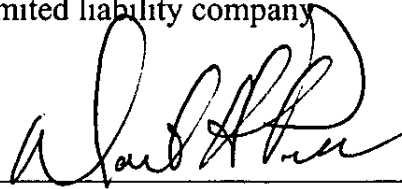
My Commission Expires:

Personally Known

Type of Identification

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Florida Statutes Section 608.415 of the Florida Limited Liability Company Act, this limited liability company whose name is LATIN GRILL & LOUNGE, LLC, designates its initial registered agent and office to be DAVID H. PEEK, 50 North Laura Street, Suite 2600, Jacksonville, Duval County, Florida 32202. Having been named the initial registered agent for LATIN GRILL & LOUNGE, LLC, to accept service of process for this limited liability company at the place designated in these Articles of Organization and this certificate, I hereby accept this appointment as the initial registered act of this limited liability company and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relating to the complete and proper performance of my duties and I am familiar with and accept the obligations of my position as the initial registered agent of this limited liability company.



David H. Peek

Dated: February 10, 2009

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TALLAHASSEE, FLORIDA