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LOZIER, THAMES, FRAZIER, SPENCER &amp; SCHLIETER

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Florida Department of State  
Division of Corporations  
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Account Number : I20000000033  
Phone : (850) 469-0202  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

De Luna's, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
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FACSIMILE TRANSMISSION COVER SHEET

TO: Division of Corporations

FAX NO.: 850.617.6383

NO. OF PAGES: 3 including cover

FROM: Daniel R. Lozier

DATE: March 4, 2009

RE: ELECTRONIC FILING OF ARTICLES OF  
ORGANIZATION FOR DE LUNA'S BAR  
AND GRILL, L.L.C.

MESSAGE: This is a re-submission of the Articles of  
Organization for De Luna's Bar and Grill,  
L.L.C. Please see attached letter from you  
regarding same.  
Thank you.

The information contained in this facsimile is intended only for the PERSONAL and CONFIDENTIAL use of the designated recipient named above. This message may be an Attorney-Client communication, and as such is privileged and confidential. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us by telephone and return the original message to us by mail. Thank you.

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March 4, 2009

LOZIER, THAMES, FRAZIER, SPENCER & SCHLIETER, P.A.

SUBJECT: DE LUNA'S, LLC  
REF: W09000010088.

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

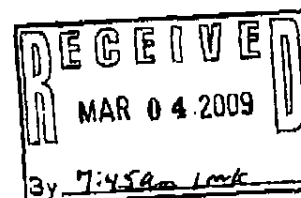
Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is #V53905, DELUNA, P.A..

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

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T-971 P.03/08 F-250

Joey Bryan  
Regulatory Specialist II

FAX Aud. #: H09000048065  
Letter Number: 309A00007410

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**ARTICLES OF ORGANIZATION  
OF  
DE LUNA'S BAR AND GRILL, LLC**

**FILED**  
09 MAR -4 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be "DE LUNA'S BAR AND GRILL, L.L.C." ("Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company shall be 24 W. Chase Street, Pensacola, Florida 32502.

**ARTICLE III - DURATION**

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Daniel R. Lozier, 24 West Chase Street, Pensacola, Florida 32502.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted by the members.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted by the members.

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FLORIDA  
TALLAHASSEE

## ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

## ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with the Operating Agreement of the Company as adopted by the members and the name and address of the initial managing member is as set forth in Article IX below.

## ARTICLE IX - AMENDMENT

These Articles of Organization and Operating Agreement of the Company may be amended from time to time as prescribed by law.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.

  
DANIEL R. LOZIER, Organizer

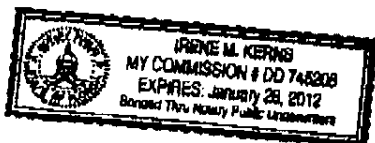
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 7<sup>th</sup> day of March, 2009, by Daniel R. Lozier who (X) is personally known to me or who ( ) has produced \_\_\_\_\_ as identification and who did not take an oath.

  
NOTARY PUBLIC

Commission No. DD 745206

My Commission Expires: 1-28-2012



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**ACCEPTANCE OF DESIGNATION AS  
RESIDENT AGENT**

I, DANIEL R. LOZIER, the designated resident agent of DE LUNA'S BAR AND GRILL, L.L.C., do hereby certify that my address is 24 West Chase Street, Pensacola, Florida 32502, do hereby accept the designation and appointment as resident agent of DE LUNA'S BAR AND GRILL, L.L.C., a Florida limited liability company, and am familiar with and accept the duties and obligations of registered agent.

Dated this 4th day of March, 2009.

  
DANIEL R. LOZIER

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th day of March, 2009, by DANIEL R. LOZIER, who ☒ is personally known to me or who ☐ has produced \_\_\_\_\_ as identification and has taken an oath.

  
NOTARY PUBLIC

Commission No. DD 745206

My Commission Expires: 1-28-2012

