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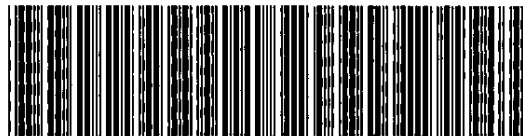
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TALLAHASSEE, FLORIDA

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C. LEWIS

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EXAMINER



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Maitland, Florida 32751

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Mary Merrell Bailey, Esq., Partner
Hallie L. Zobel, Esq., Partner
David Pilcher, Esq., Partner

Janet M. Scott, FRP, Paralegal
Benjamin D. Warren, FRP, Paralegal

May 25, 2010

Florida Department of State
Attn: Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Grace Pub Enterprises LLC - Doc #L10000033312

Dear Sir or Madam:

Please be advised that this firm represents Mary Hoffman, the manager of the limited liability company referenced above.

Enclosed please find the following documents for filing:

1. Original Second Amended and Restated Articles of Organization
2. Our firm's check in the amount of \$55.00 representing the filing fee of \$25.00 for the Amended and Restated Articles and \$30.00 for the certified copy of the Amended and Restated Articles of Organization

Please file the Second Amended and Restated Articles and return a certified copy of the Amended and Restated Articles to us in the envelope provided.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Ben D. Warren, at your convenience. Thank you for your attention to this matter.

Sincerely,
BAILEY ZOBEL PILCHER PLC

Mary Merrell Bailey

MMB/bdw
enclosures as indicated
cc: Mary E. Hoffman

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**Second Amended & Restated
Articles of Organization
of the
Grace Pub Enterprises LLC**

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TALLAHASSEE, FLORIDA

L10000033312

A Florida Limited Liability Company

Section 1.01 Introduction and Preliminary Statements

The undersigned Organizer desires to create second amended and restated Articles of Organization for this limited liability company pursuant to the Laws of the State of Florida by delivering to the Secretary of State of the State of Florida these Second Amended and Restated Articles of Organization, in accordance with the provisions of Section 608.411 of the Florida Limited Liability Company Act, hereinafter referred to as the "Act". The original Articles of Organization were filed on March 25, 2010, to be effective the date of filing. The amended Articles of Organization were filed on April 20, 2010, to be effective the date of filing.

Section 1.02 Name

The name of the limited liability company, referred to as the "Company", is:

Grace Pub Enterprises LLC
A Florida Limited Liability Company

Section 1.03 Duration

The Company shall exist for a perpetual duration from the date of filing these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida, unless dissolved according to law.

Section 1.04 Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

Grace Pub Enterprises Corp. (EIN 26-4660468) will convert from a Florida corporation to a Florida limited liability company ("LLC") effective the date of filing the Certificate of Conversion under Florida law (the conversion transaction). As an LLC, Grace Pub Enterprises Corp. will be required to change its name to Grace Pub Enterprises LLC.

Grace Pub Enterprises Corp. was incorporated in Florida on February 20, 2009. Grace Pub Enterprises LLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction, by filing Form 8832 with the IRS. As a result, Grace Pub Enterprises LLC will never be treated as a disregarded entity, but will be treated as a continuation of Grace Pub Enterprises Corp. for income tax purposes. The conversion transaction, when combined with Grace Pub Enterprises LLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F).

Grace Pub Enterprises LLC will retain Grace Pub Enterprises Corp.'s federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), Grace Pub Enterprises Corp.'s tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed. Because Florida conforms to federal entity classification rules, Grace Pub Enterprises LLC will continue existence as a corporation for state income tax purposes as well; Grace Pub Enterprises LLC will, effectively, replace Grace Pub Enterprises Corp. for tax purposes in Florida by operation of law and, consequently, Grace Pub Enterprises Corp. will not be required to file a final income tax return for federal or state purposes.

Additionally, since Grace Pub Enterprises LLC will continue existence as a corporation and will continue to use Grace Pub Enterprises Corp.'s taxpayer identification number for federal tax purposes, Grace Pub Enterprises LLC will continue to use the various tax accounts (e.g., sales tax, payroll withholding, corporate income tax, etc.) already established and used by Grace Pub Enterprises Corp. in Florida.

Section 1.05 Principal Place of Business

The principal place of Business of the Company is:

Physical Address:
206 Norfolk Place
Celebration, Florida 34747

Mailing Address:
206 Norfolk Place
Celebration, Florida 34747

Section 1.06 Registered Agent and Registered Office

The name of the initial registered agent is Mary Hoffman and the original registered addresses are as follows:

Physical Address:
206 Norfolk Place
Celebration, Florida 34747

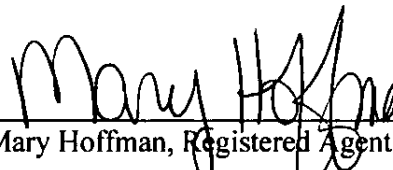
Mailing Address:
206 Norfolk Place
Celebration, Florida 34747

Section 1.07 Registered Agent Consent

I, Mary Hoffman, a natural person and resident of Florida, accept the appointment as agent of Grace Pub Enterprises LLC, a Florida Limited Liability Company, upon whom

process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or any changes in the Registered Office Address.

Dated: May 20, 2010.


Mary Hoffman, Registered Agent

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Section 1.08 Name and Address of Organizer

Mary Merrell Bailey, Esquire, 610 S. Maitland Ave., Maitland, Florida 32751

Section 1.09 Additional Contributions

Additional contributions to the Company shall be made at such times and in such amounts as may be provided in the Operating Agreement.

Section 1.10 Additional Members

The Company shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

Section 1.11 Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy of a Member, or the occurrence of an event which terminates the continued membership of a Member in the Company, the remaining Members and Managers of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act and the Operating Agreement.

Section 1.12 Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members and Managers of the

Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

Section 1.13 Management

The business of the Company shall be conducted under the management of its Manager who shall have exclusive authority to act for the Company in all matters. The authorities and duties of the Manager will be set forth in the Operating Agreement. The name and address of the initial Manager are:

Mary Hoffman
206 Norfolk Place
Celebration, Florida 34747

Section 1.14 Indemnification and Liability

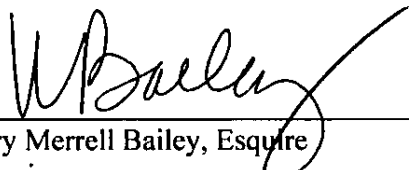
The Company may, as determined by the Managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Act and the Operating Agreement of the Company.

Section 1.15 Transferability of Interest

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF the undersigned forms this limited liability company on this date:

Executed on May 25, 2010



Mary Merrell Bailey, Esquire
Organizer

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