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FLORIDA LIMITED LIABILITY CO.
CHODOROW VENTURES FUND, LLC

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COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: CHODOROW VENTURES FUND, LLC
Name of Limited Liability Company

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The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bruce F. Bronster, Esq
Name of Person

Windels Marx Lane& Mittendorf, LLP
Firm/Company

156 West 56th Street
Address

New York, New York 10019
City/State and Zip Code

bbronster@windelsmarx.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce F. Bronster, Esq. at (212) 237 1000
Name of Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- [X] $125.00 Filing Fee
- [ ] $130.00 Filing Fee & Certificate of Status
- [ ] $155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- [ ] $160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:
The name of the Limited Liability Company is:

CHODOROW VENTURES FUND, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company:

Principal Office Address:	**Mailing Address:**
c/o China Grill Management, Inc.	c/o China Grill Management, Inc.
16400 NW 2nd Avenue, Suite 200	16400 NW 2nd Avenue, Suite 200
Miami, Florida 33169	Miami, Florida 33169

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

John Polsenberg, c/o China Grill Management, Inc.
Name

16400 NW 2nd Avenue, Suite 200
Florida street address (P.O. Box NOT acceptable)

Miami FL 33169
City, State, and Zip

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..

JOHN POLSENBERG
Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

Title:	Name and Address:
"MGR" = Manager "MGRM" = Managing Member	
MGRM	Jeffrey Chodorow c/o China Grill Management, Inc., Suite 200 16400 NW 2nd Avenue, Miami, Florida 33169

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

JOHN POLSENBERG
Typed or printed name of signee

Filing Fees:

$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
$ 30.00 Certified Copy (Optional)
$ 5.00 Certificate of Status (Optional)

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