

L9500000475

Jo Walker  
(Requestor's Name)  
216 W College Ave. #201  
(Address)  
Tallahassee, FL 32301  
(City, State, Zip) (Phone #) 425-5000

OFFICE USE ONLY

800001520900  
-06/22/95--01073--016  
\*\*\*\*397.50 \*\*\*\*302.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Restaurant Advisors, L.C.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

FILED  
95 JUN 20 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
95 JUN 20 PM 3:28  
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

B. REGISTER JUN 20 1995

Examiner's Initials

ARTICLES OF ORGANIZATION  
OF  
RESTAURANT ADVISORS, L.C.  
(a Limited Liability Company)

**FILED**  
95 JUN 20 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

**ARTICLE I**

*Name*

The name of the limited liability company (hereinafter referred to as the "Company") shall be Restaurant Advisors, L.C., whose address is 1536 Palmland Drive, Boynton Beach, Florida 33436.

**ARTICLE II**

*Period of Duration*

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

**ARTICLE III**

*Business of the Company*

This Company is authorized to conduct all lawful businesses within and without the State of Florida and as authorized pursuant to Sections 608.401, et. seq., Florida Statutes.

**ARTICLE IV**

*Management*

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Jeffrey S. Wallace  
Managing Director  
7450 Sandlake Commons Boulevard  
Orlando, Florida 32819

Suzanne Beck  
Manager - Finance  
235 South County Road  
Suite 205  
Palm Beach, Florida 33480

#### ARTICLE V

##### *Registered Office and Registered Agent*

The resident office of the Company in this State shall be 1536 Palmland Drive, Boynton Beach, Florida 33436 and the Registered Agent shall be Jeffrey S. Wallace, 7450 Sandlake Commons Boulevard, Orlando, Florida 32819.

#### ARTICLE VI

##### *Admission of Additional Members*

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement and Regulations of the Company.

#### ARTICLE VII

##### *Members Rights to Continue Business*

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the Operating Agreement and Regulations of the Company.

#### ARTICLE VIII

##### *Distributions in Kind*

The Company may distribute assets in-kind as provided in the Operating Agreement and Regulations of the Company.

## ARTICLE IX

### *Miscellaneous*

Power of Attorney and Amendment. The Chairman of the Board of Managers, the Managing Director and/or Manager-Finance, severally, and their successors shall be, and by these presents hereby are appointed the true and lawful attorneys-in-fact for the Members and their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file Amendments of these Articles of Organization and other Company documents as follows:

(1) To amend these Articles in any respect except to substitute a Chairman of the Board of Managers, Managing Director or Manager-Finance (other than through a merger or reorganization of the Managing Member) or to decrease or diminish the duties, liabilities or responsibilities of the Chairman of the Board of Managers, Managing Director or Manager-Finance or to increase the liability of any Member in any respect.

(2) Deeds, notes, mortgages, security instruments of any kind and nature, leases, contracts and such other instruments as may be necessary to carry on the business of the Company as set forth in Article III hereto, provided that no such instrument shall increase the personal liability of any Member herein; and

(3) All documents that may be required to effectuate the dissolution and termination of the Company.

It is expressly intended by each of the Members that the foregoing power of attorney is coupled with an interest. The foregoing power of attorney shall be irrevocable except upon dissolution and survive the delivery or assignment by any of the Members of the whole or any portion of their membership interest and when the assignee has executed a power of attorney coupled with an interest and the foregoing power of attorney of the assignor Member shall survive the delivery of such assignment for the sole purpose of enabling the Chairman of the Board of Managers or Manager-Finance to make, execute, deliver, acknowledge and file any and all instruments necessary to effectuate such substitution. It is understood that the Chairman of the Board of Managers or Manager-Finance may require that the assignee execute a similar power of attorney as a condition of his admission as a substitute Member.

Gender. The masculine and neuter gender has been used interchangeably in these Articles and each may be considered to refer to the other if appropriate.

Binding Effect. These Articles shall inure to the benefit of and be binding upon the parties hereto, their legal representatives, transferees, successors, survivors, heirs and assigns.

Duplicate Originals. For the convenience of the parties hereto, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

Construction. These Articles shall be interpreted and construed in accordance with the laws of the State of Florida. The titles of the Sections and Subsections herein have been inserted as a matter of convenience of reference only and shall not control or affect the meaning of construction of any of the terms or provisions herein.


Entire Agreement. These Articles and the Operating Agreement and Regulations of the Company are intended by the parties hereto to be the final expression of their agreement and is the complete and exclusive statement of the terms of such agreement notwithstanding any representations or statements of the contrary heretofore made.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Member and Registered Agent: Jeffrey S. Wallace

I HEREBY ACCEPT my nomination as Registered Agent.

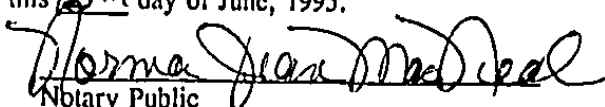
By:

  
Jeffrey S. Wallace

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, Norma Jean MacNeal a Notary Public, on the 15<sup>th</sup> day of June, 1995, in and for Orange County, State of Florida, personally appeared Jeffrey S. Wallace, as Member and Registered Agent, being personally known to me and he, being first duly sworn by me, upon his oath acknowledged the due execution of the foregoing Articles of Organization of Restaurant Advisors, L.C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 15<sup>th</sup> day of June, 1995.

  
Notary Public

My Commission expires:

CONDITIONAL END OF PAGE



Notary Public, State of Florida  
NORMA JEAN MACNEAL  
My Comm. Exp. May 31, 1997  
Comm. No. CC 289812

Member: Suzanne Beck

By: X *Suzanne Beck*  
Suzanne Beck  
*Suzanne Beck*

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, SHIRLEY L. FENN, a Notary Public, on the 16 day of June, 1995, in and for Palm Beach County, State of Florida, personally appeared Suzanne Beck, as Member, being personally known to me and she, being first duly sworn by me, upon her oath acknowledged the due execution of the foregoing Articles of Organization of Restaurant Advisors, L.C., freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal on this 16 day of June, 1995.

*Shirley L. Fenn*  
Notary Public

My Commission expires:



SHIRLEY L. FENN  
My Commission CC381418  
Expires Feb. 28, 1998  
Bonded by ANB  
800-982-5878


**FILED**  
95 JUN 20 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**OF**  
**RESTAURANT ADVISORS, L.C.**

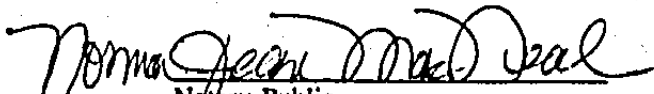
STATE OF FLORIDA  
COUNTY OF ORANGE

The undersigned member or authorized representative of a member of Restaurant Advisors, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00.

  
\_\_\_\_\_  
Authorized Member or Authorized  
Representative of a Member

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 1995, by Jeffrey S. Wallace, who is personally known to me or who has provided \_\_\_\_\_ as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission expires:



Notary Public, State of Florida  
NORMA JEAN MACNEAL  
My Comm. Exp. May 31, 1997  
Comm. No. CC 289812

**FILE NOW: Fee after May 1, will be \$263.75**

APPROVED  
AND  
FILED

6:00 PM 1 PH 6: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State  
DIVISION OF CORPORATIONS

FILING FEE \$238.75  
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT #L95000000475**  
RESTAURANT ADVISORS, L.C.  
1536 PALMLAND DRIVE  
BOYNTON BEACH FL 33436

1a. Principal Place of Business Address  
1536 PALMLAND DRIVE  
BOYNTON BEACH FL 33436

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		06/20/1995		FL	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Apply For <input type="checkbox"/> Not Applicable	
Zip		Country		6. Date of Last Report		8. Certificate of Status Desired	
						<input checked="" type="checkbox"/> Additional Fee Required	

7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
WALLACE, JEFFREY S 7450 SANDLAKE COMMONS BLVD ORLANDO FL 32819		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code	
		000001827220 -05/17/96--01092--007 ***238.75 ***238.75 FL	

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	WALLACE, JEFFREY S	7450 SANDLAKD COMMONS BLVD	ORLANDO 32
MGR	BECK, SUZANNE	235 S COUNTY ROAD, SUITE 2	PALM BEACH FL

*\$238.75*

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Suzanne Beck* (Suzanne Beck) 2-15-96 407-737-4577  
DATE: 2-15-96 DAYTIME PHONE: 407-737-4577