

L9500000677

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95 SEP -5 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

CORPORATE ACCESS, INC.
(Requestor's Name) 1116-D THOMASVILLE RD
TALLAHASSEE, FL 32308
(Address) (904) 222-2666
(City, State, Zip) (Phone #)

95 SEP 5 1995

1-800-352-7448
09/05/95-11053-0011
*****4.75 *****4.75

OFFICE USE ONLY

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

1. KGC Restaurant, LLC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

1-800-352-7448
09/05/95-11053-0012
*****4.75 *****4.75

- Walk in Pick up time 9-5:00
 Mail out Will wait Photocopy Certified Copy
 Certificate of Status

| 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 |

**ARTICLES OF ORGANIZATION
of
KGC RESTAURANT, L.C.**

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The undersigned initial member of KGC RESTAURANT, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

KGC RESTAURANT, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing hereof and shall continue until December 31, 2045, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

2783 North Orange Blossom Trail
Kissimmee, Florida 34744

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

2783 North Orange Blossom Trail
Kissimmee, Florida 34744
Attn: John Gevers, Member

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
One International Place
Suite 2800
Miami, Florida 33131

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the unanimous consent of all of the members of the Company,

provided such assignment and admission of such assignee as a member complies with the other terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members unanimously consent to continue the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

The Embers Restaurant, L.C.
2783 North Orange Blossom Trail
Kissimmee, Florida 34744

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

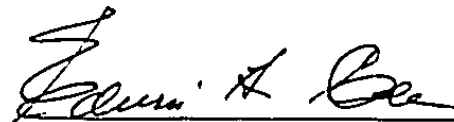
Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 1st day of September 1995.

INITIAL MEMBER:



Edwin H. Cole, Member

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of KGC RESTAURANT, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.

2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$100,000

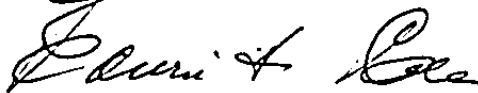
4. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: 2/1, 1995

INITIAL MEMBER:


Edwin H. Cole, Member

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Thomas O. Wells, Esq.
Zack, Sparber, Kosnitzky, et. al.
Florida Bar # 0785148
One International Place, Suite 2800
Miami, Florida 33131-2144
(305) 539-8400

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of KGC RESTAURANT, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:

Marc H. Auerbach
Its: Marc H. Auerbach, Pres.

Dated: 9/1, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Thomas O. Wells, Esq.
Zack, Sparber, Kosnitzky, et. al.
Florida Bar # 0785148
One International Place, Suite 2800
Miami, Florida 33131-2144
(305) 539-8400

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

APPROVED

96 APR 25 10:30

STATE
CORPORATION
FLORIDA

| | | | |
|--|---------------------------|--|--------------------------|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1996 | |  FLORIDA DEPARTMENT OF STATE Sandra H. Northam Secretary of State DIVISION OF CORPORATIONS | |
| FILING FEE \$ 238.75 | | Annual Report \$100.00 + \$13.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE | |
| 1. Name and Mailing Address of Limited Liability Company DOCUMENT #L95000000677 KGC RESTAURANT, L.C. 2783 NORTH ORANGE BLOSSOM TRAIL KISSIMMEE FL 34744 | | 1a. Principal Place of Business Address 2783 NORTH ORANGE BLOSSOM TRA KISSIMMEE FL 34744 | |
| If above mailing address is incorrect in any way file through incorrect information and enter correction in Block 2a | | | |
| 2. Principal Place of Business Suite, Apt #, etc City & State Zip Country | | 2a. Mailing Address Suite, Apt #, etc City & State Zip Country | |
| 3. Date Organized or Qualified 09/05/1995 | | 3a. State of Formation FL | |
| 4. FET Number | | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| 5. Date of Last Report | | 6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required | |
| 7. Name and Address of Current Registered Agent KTG&S REGISTERED AGE, NT CORPORATION ONE INTERNATIONAL PLACE SUITE 2800 MIAMI FL 33131 | | 8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc City Zip Code 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 a firmative 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 registering) | | | |
| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
| MGR | THE EMBERS RESTAURANT, | 2783 NORTH ORANGE BLOSSOM | KISSIMMEE FL |
| 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: <i>Sandra H. Northam</i> | | Date: 4/18/96 (305) 448-5700 | |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER | | | |

ASB