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J. DAVID POBJECKY
BOARD CERTIFIED TAX LAWYER
ALSO LICENSED IN TEXAS

AREA CODE 941
PHONE 294-0602
FAX ON REQUEST

September 7, 1995

FEDERAL EXPRESS MAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500001580885
09/11/95-01002-002
***337.50 ***337.50

Re: Medieval Lounge, L.C.

Dear Sir:

Enclosed please find original and one copy of Articles of Organization of Medieval Lounge, L.C., together with a check in the amount of \$337.50 to cover the filing fees. Please return a certified copy of the Articles of Organization to our office.

Thank you for your assistance.

Sincerely,

Sandy Brubbs

Secretary to
J. David Pobjecky

/sg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 SEP -9 AM 11:06

ARTICLES OF ORGANIZATION
OF
MEDIEVAL LOUNGE, L.C.

FILED
STATE
95 SEP - 2 11:11:06

WE, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. We further declare that the following Articles shall be the charter and authority for the conduct of business of said limited liability company.

ARTICLE I

NAME

The name of this limited liability company shall be MEDIEVAL LOUNGE, L.C., and its principal place of business shall be in the City of Winter Haven, County of Polk, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, and rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the

furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 and other valuable consideration shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercise by or under the authority of, and the business and affairs of this limited liability company shall be managed under the directions of, the members of this limited liability company. This article may be amended

from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

EXISTENCE

This limited liability company shall exist until September 5, 2025, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located in the City of Winter Haven, County of Polk, State of Florida, and the post office address of said principal office of the limited liability company shall be 1560 Havendale Boulevard, Winter Haven, Florida 33881.

ARTICLE VII

MEMBERS

Management of this limited liability company is reserved to its members:

Thomas K. Osbeck

288 Hernando Drive, S.E.
Winter Haven, FL 33884

Karen L. Osbeck

288 Hernando Drive, S.E.
Winter Haven, FL 33884

ARTICLE VIII

INITIAL REGISTERED OFFICE

The street address of the initial registered office is 1560 Havendale Boulevard, Winter Haven, Florida 33881, and the name of the initial registered agent at that office is Thomas K. Osbeck.

ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE X

WE, the undersigned, being the original members of the foregoing limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization of MEDIEVAL LOUNGE, L.C.

WITNESS our hands and seals this 5th day of September, 1995.


THOMAS K. OSBECK


KAREN L. OSBECK

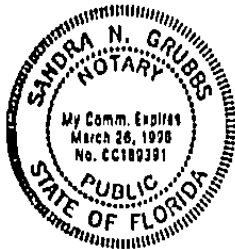
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this 5th day of September, 1995, by THOMAS K. OSBECK who is personally known to me and who did not take an oath.

WITNESS my hand and official seal at Winter Haven, Florida, the day and year last above written.

My Commission Expires:

Sandra N. Grubbs
Sandra N. Grubbs, Notary Public



STATE OF FLORIDA
COUNTY OF POLK

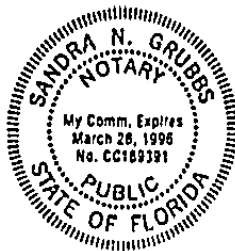
The foregoing instrument was acknowledged before me on this 5th day of September, 1995, by KAREN L. OSBECK who is personally known to me or who produced _____ as identification and who did/did not take an oath.

WITNESS my signature and official seal in the county and state last aforesaid.

My Commission Expires:

Sandra N. Grubbs
Notary Public, State of Florida

Sandra N. Grubbs
(Typed or Printed Name of Notary Public)



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF §608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

MEDIEVAL LOUNGE, L.C.

2. The name and address of the registered agent and office is:

Thomas K. Osbeck
1560 Havendale Boulevard
Winter Haven, Florida 33881

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.


(Signature)

9-5-95
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MEDIEVAL LOUNGE, 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 members is \$200.00
3. If any, the agreed value of property other than cash contributed by members is \$ N/A .
4. The total amount of cash or property anticipated to be contributed by members is \$200.00. This total includes amounts from 2 and 3 above.

Thomas K. Osbeck

THOMAS K. OSBECK, Member

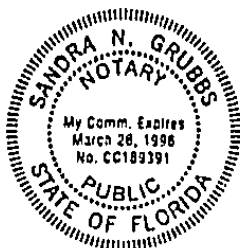
(In accordance with §89.40(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Florida
County of Polk

Before me the undersigned authority, this 5th day of September, 1995, personally appeared THOMAS K. OSBECK, to me personally known, and who did not take an oath, and stated that he executed the above statement for the purposes stated therein.

Sandra N. Grubbs
Sandra N. Grubbs, Notary Public
P.O. Drawer 7323
Winter Haven, FL 33883

My Commission expires:



FILED
SEP 11 1995
CLERK OF STATE
OFFICE OF
REGISTRATION