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SMITH
SAUER
DEMARIA
& JOHNSON
ATTORNEYS AT LAW

November 15, 1995

G. Thomas Smith
Board Certified
Real Estate Attorney

95 NOV 15 1995
-11/15/95--01109--014
***285.00 ***285.00

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: KP², L.C.

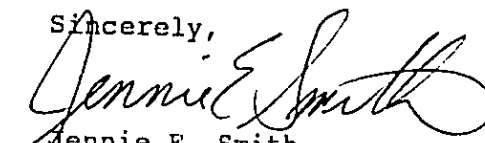
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Organization for the above corporation. Also enclosed is a check in the amount of \$285.00 representing the filing fee and registered agent fee.

Please file the original of the enclosed Articles of Organization and return to me a copy date-stamped as evidence of filing.

If you have any questions, please do not hesitate to contact me at (904) 434-2761.

Sincerely,


Jennie E. Smith
Legal Assistant to
G. Thomas Smith

/js
Enclosures

ARTICLES OF ORGANIZATION
OF
KP², L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

ARTICLE I
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is KP², L.C.

ARTICLE II
ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 5502 Navaho Drive, Pensacola, Florida 32507, 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 III
DURATION/CONTINUATION

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLES IV
PURPOSE

The general purpose for which the Company is organized is to lease and operate a restaurant business and to perform all tasks related to its operation including but not limited to the following: placing, receiving, and paying orders for any and all shipments of food or food products; leasing and/or purchasing and operating all equipment necessary for food preparation and sale; receiving and serving customers; employing, dismissing, and instructing all persons necessary for operation of business; preparing accounting books; paying wages to all persons in the

employ of the Company; and all other activities related to operating and maintaining a restaurant business.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE V MANAGEMENT

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows:

William John Keener and Ruth Reiff Keener as Co-Trustees of
the Living Trust of William John Keener and Ruth Reiff
Keener dated April 19, 1989, and amended September 15,
1993

5502 Navaho Drive
Pensacola, Florida 32507

Ann N. Prizzi and Joseph J. Prizzi
4801 Huron Drive
Pensacola, Florida 32507

ARTICLE VI 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 Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

ARTICLE VIII
REGULATIONS

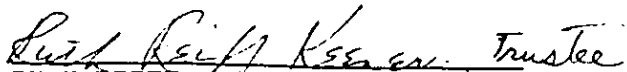
The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

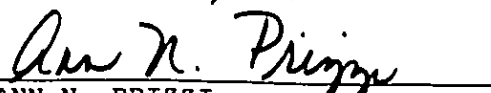
ARTICLE IX
AMENDMENT TO ARTICLES

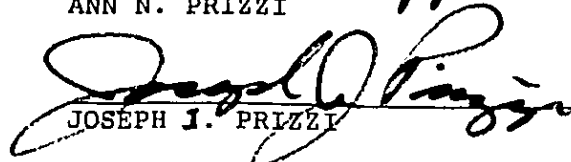
Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


WILLIAM JOHN KEENER, TRUSTEE


RUTH REIFF KEENER, TRUSTEE


ANN N. PRIZZI


JOSEPH I. PRIZZI

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
KP², L.C.

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The undersigned member or authorized representative of a member of KP², L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$100,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$100,000.00. This total includes amounts from Paragraphs 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

William John Keener, Trustee
WILLIAM JOHN KEENER, TRUSTEE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by WILLIAM JOHN KEENER, TRUSTEE who (✓) is personally known to me or () produced a _____ as identification on this 15th day of November, 1995.

G. Thomas Smith
NOTARY PUBLIC
PRINTED: G. Thomas Smith
NOTARY STAMP:



G THOMAS SMITH
My Commission CC484224
Expires Jul. 26, 1999
Bonded by ANB
#20-852-5878

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is KP², L.C.
2. The name and address of the registered agent and registered office is:

William J. Keener 5502 Navaho Drive
Pensacola, Florida 32507

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.

Dated - November 15th, 1995




WILLIAM J. KEENER,
Registered Agent

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

APPROVED
AND
FILED

96 APR 22 PM 12:32

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|--|---|---|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1996 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

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

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|--|--------------------------------|
| 1. Name and Mailing Address of Limited Liability Company KP2, L.C. 5502 NAVAHO DRIVE PENSACOLA FL 32507 | DOCUMENT # L05000000889 |
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|--|
| 1a. Principal Place of Business Address 5502 NAVAHO DRIVE PENSACOLA FL 32507 |
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|--|--|
| If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a. | |
| 2. Principal Place of Business 9722 Hwy 98 West Suite, Apt. #, etc. | 2a. Mailing Address 9722 Hwy 98 West Suite, Apt. #, etc. |
| City & State Pensacola, FL | City & State Pensacola, FL |
| Zip 32506 Country USA | Zip 32506 Country USA |

| | |
|--|---|
| 3. Date Organized or Qualified 11/16/1995 | 3a. State of Formation FL |
| 4. FEI Number 59-3350149 | <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| 5. Date of Last Report | 6. Certificate of Status Desired <input type="checkbox"/> SA * Additional Fee Required |

| | |
|---|---|
| 7. Name and Address of Current Registered Agent KEENER, WILLIAM J 5502 NAVAHO DRIVE PENSACOLA FL 32507 | 8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code |
|---|---|

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 reinstating)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|-------------------------|--------------------------|
| MGRM | KEENER, WILLIAM J | 5502 NAVAHO DRIVE | PENSACOLA FL |
| MGRM | KEENER, RUTH R | 5502 NAVAHO DRIVE | PENSACOLA FL |
| MGRM | PRIZZI, ANN N | 4801 HURON DR. | PENSACOLA FL |
| MGRM | PRIZZI, JOSEPH J | 4801 HURON DR. | PENSACOLA 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: William J. Keener William J. Keener 4/25/96 458-2550
SIGNATURE AND TITLE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #