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MEMBER FL AND PA BARS

November 15, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

200001641022
-11/17/95--01088--014
****337.50 ****337.50

Re: RS DUSTY, L.C.

Ladies and Gentlemen:

I have enclosed an original and a copy of the Articles of Organization for the above-referenced limited liability company. In addition, a check in the amount of \$337.50 is enclosed which represents the following fees:

a. Filing Fee	\$250.00
b. Certified Copy Fee	\$ 52.50
c. Registered Agent Fee	\$ 35.00
<hr/> Total	<hr/> \$337.50

I have also enclosed an Affidavit of Membership and Contributions. Please file the original of the enclosed Articles of Organization and return a certified copy to me.

If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

Anthony W. Campisano

AWC/sr
Enclosures
cc: Rajnikant Patel (w/o enclosures)

2. BROWN NOV 20 1995

ARTICLES OF ORGANIZATION

OF

RS DUSTY, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization

ARTICLE I - NAME

The name of the limited liability company shall be RS DUSTY, L.C. (the "Company"). The principal place of business of the Company in Florida shall be 15051 Parkside Drive SW, Unit No. 7, Ft. Myers, Florida 33908.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years after the filing of these Articles of Organization, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to own and operate a restaurant and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Anthony W. Campisano, 1800 Second Street, Suite 753, Sarasota, Florida 34236.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the following amounts of cash

Rajnikant Patel	\$100.00
Sandra Flack	\$100.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are

Rajnikant Patel

15051 Parkside Drive SW
Unit No 7
Ft. Myers, Florida 33908

Sandra Flack

15051 Parkside Drive SW
Unit No 7
Ft. Myers, Florida 33908

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ft Myers, Florida, for the foregoing uses and purposes this 8 day of November, 1995



Rajnikant Patel

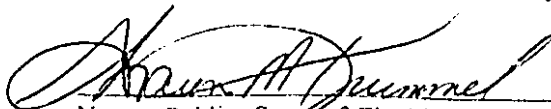


Sandra Flack

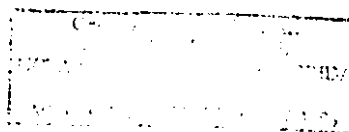
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Rajnikant Patel, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and that he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this 8 day of November, 1995



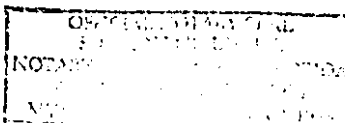
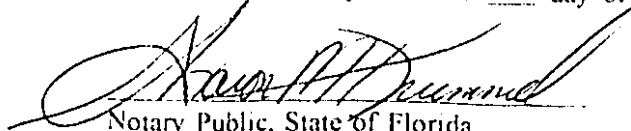
Notary Public, State of Florida



STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Sandra Flack, to me well known to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and that she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this 8 day of November, 1995.



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RS DUSTY, 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 \$ 200.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 200.00 . This total includes amounts from 2 and 3 above.



/Rajnikant Patel

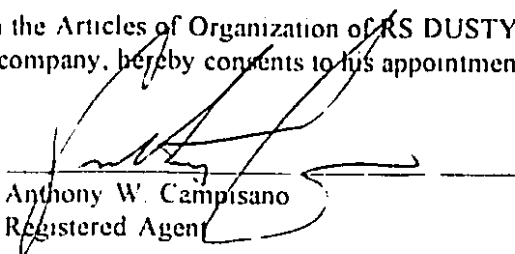
Signature of a member or authorized representative of a member.

(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.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of RS DUSTY, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company



Anthony W. Campisano
Registered Agent