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LAW OFFICES
LEVENE, GOULDIN & THOMPSON, LLP

R.D. Box F-1706

HINCHAMPTON, N.Y. 13002-0106

OFFICE LOCATION

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FACSIMILE: (607) 763-9211

* ALSO ADMITTED IN FLORIDA
** ALSO ADMITTED IN PENNSYLVANIA
*** ALSO ADMITTED IN MASSACHUSETTS
† ALSO ADMITTED IN WASHINGTON D.C.
†† ALSO ADMITTED IN GEORGIA

February 29, 1996

SAMUEL H. LEVENE
GEORGE PETER KEYES
DAVID M. GOULDIN
MICHAEL H. ZUCKERMAN
JOHN J. CARLIN
WILLIAM S. VAUB
JOHN H. HARTMAN *
SHAMON L. DYER
PAUL H. HOFFMANN
HOWARD M. RITTHENS
JOHN J. POLLOCK **
JOHN L. PERTICONE **
MICHAEL R. WRIGHT
PHILIP C. JOHNSON
ELIZABETH H. JOGGERST
DAVID P. MCCARTHY
DONALD M. BITTO
SCOTT H. KURKOSKI
JOHN G. GRALL
PATRICIA M. CURTIN
CAROLINE A. VADALA **
ALBERT D. KUKOL
KATHRYN GRANT MADIGAN

DAVID LEVENE (1904-1988)
PAUL C. GOULDIN (1913-1982)
DAVID L. DYER (1923-1982)
PAUL H. PRICE (1931-1988)

SPECIAL COUNSEL

CARLTON F. THOMPSON
ROBERT H. REEDER

OF COUNSEL

JOHN E. MURRAY
JAMES R. PEDUTO †
DENNIS C. MCCABE

CYNTHIA ANN K. MANCHESTER
FRANCESCA M. GARCIA
JEFFREY A. LOWE ††
MARK A. HUBAL
ANN M. CURRAN
ELIZABETH E. MAHONEY
DAVID L. NIEFER
MICHAEL E. OSBURN ***

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FLA 32314

Re: Bald Investors, L.C.

Gentlemen:

Enclosed for filing please find the following with
to the above referenced Limited Liability Company:

1. Articles of Organization;
2. Affidavit required pursuant to Section 608.407(2) of
the Florida Limited Liability Company Act; and
3. Statement of Acceptance executed by the registered
agent of the Limited Liability Company; and
4. Check in the amount of \$250.00 to cover the filing

Kindly date stamp the extra enclosed copy of these documents
and return them to me in the enclosed Federal Express envelope.

If there are any questions with respect to this matter,
please do not hesitate to contact me. Thank you very much.

Very truly yours,

LEVENE, GOULDIN & THOMPSON, LLP

By: Mark A. Hubal

MAH:tml

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-03/21/96--01101--006
*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLA

Same principle
of P33491



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1996

LEVENE, GOULDIN & THOMPSON, LLP
P. O. BOX F-1706
BINGHAMTON, NY 13902-0106

SUBJECT: BALD INVESTORS, L.C.
Ref. Number: W96000004937

We have received your document for **BALD INVESTORS, L.C.** and check(s) totaling \$250.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00009889

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MICHAEL E. OSBURN ***

March 6, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ATTENTION: Brenda Baker

Re: BALD INVESTOR, L.C.

Dear Ms. Baker:

In connection with the above referenced, enclosed herewith is a check in the sum of \$35.00 to cover the rest of the filing fee.

If you have any questions, please contact me.

Very truly yours,

LEVENE, GOULDIN & THOMPSON, LLP

Mark A. Hubal
By: Mark A. Hubal

MAH:paj
Enclosure

**ARTICLES OF ORGANIZATION
OF
BALD INVESTORS, L.C.**

FILED
96 MAR -5 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the Limited Liability Company
Act of the State of Florida

THE UNDERSIGNED, being a natural person of at least eighteen (18) years of age and being a member of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Limited Liability Company Act of the State of Florida (the "Act"), certifies that:

FIRST: The name of the Company is Bald Investors, L.C.

SECOND: The period of duration of the Company is fifty (50) years.

THIRD: The mailing address and the street address of the principal office of the Company is P.O. Box 247, 2521 Vestal Parkway East, Vestal, New York 13850.

FOURTH: The name and street address of the initial registered agent of the Company in the State of Florida is Terry Brown, 855 101st Street Ocean, Marathon, Florida 33050.

FIFTH: The members of the Company shall have the right to admit additional members upon the unanimous vote or written consent of the members.

SIXTH: The remaining members of the Company shall have the right 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 Company upon the vote or written consent of a majority in interest of the remaining members within 180 days of such event.

SEVENTH: The management of the Company is reserved to the members. The names and addresses of the managing members are:

ALLAN R. LYONS
804 Dickinson Drive
Vestal, New York 13850


CHARLES DeLORENZO
410 South McKinley Avenue
Endicott, New York 13760

DINO ALESSI
3416 Carrington Street
Tampa, Florida 33611

EUGENE BROZZETTI
308 Patio Drive
Endwell, New York 13760

TERRY BROWN
855 101st Street Ocean
Marathon, Florida 33050

IN WITNESS WHEREOF, I have subscribed this certificate
and do hereby affirm the foregoing as true under the penalties of
perjury, this 21st day of February, 1996.


Allan R. Lyons
Member

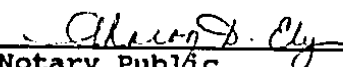
AFFIDAVIT

The undersigned member of Bald Investors, L.C. (the "Company"), being duly sworn, deposes and says:

1. The Company has at least two members.
2. The amount of cash contributed by the members is \$0.00.
3. The agreed value of property other than cash contributed by the members is in excess of \$1,000.00 and consists of restaurant operations.
4. The amount of cash or property anticipated to be contributed by the members is in excess of \$1,000.00.


Allan R. Lyons
Member

Subscribed and sworn to before me
this 21st day of February, 1996.

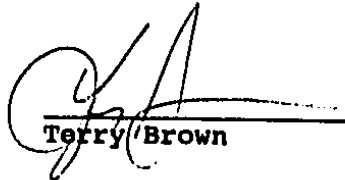

Notary Public

SHARON D. ELY
Notary Public, State of New York
No. 4883803
Qualified in the County of Broome
My Commission Expires March 23, 1996

STATEMENT OF ACCEPTANCE

I, TERRY BROWN, do hereby accept the appointment as registered agent of Bald Investors, L.C., pursuant to Section 608.407 of the Florida Limited Liability Company Act.

I am familiar with and accept the obligations of the position of registered agent.


Terry Brown

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA