

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TX

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 9/16 1:00

AB 9/16

RE: American Hospitality and Restaurant Associates L.C.

	G.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

95 SEP 16 PM 2:41
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

RECEIVED

DIVISION OF CORPORATION

86 SEP 16 AM 11:51

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

800001951778

-09/16/96--01069--003

***337.50 ***337.50

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF ORGANIZATION

OF

AMERICAN HOSPITALITY AND RESTAURANT ASSOCIATES, L.C.

FILED
96 SEP 16 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

AMERICAN HOSPITALITY AND RESTAURANT ASSOCIATES, L.C.

ARTICLE II
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The limited liability company is hereby organized for the purposes of locating and acquiring interests in restaurants or other related businesses, including the management thereof, but it shall also be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV
**INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND
REGISTERED OFFICE ADDRESS**

The initial business address for the limited liability company shall be:

1819 Main Street
Suite 302
Sarasota, Florida 34236

and the name and address of the initial registered agent for the limited liability company shall be:

James R. Chandler, III
1819 Main Street
Suite 302
Sarasota, Florida 34236

ARTICLE V
CONTRIBUTIONS

The total cash initially contributed to the limited liability company shall be One Thousand Dollars (\$1,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

ARTICLE VI
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizers of this limited liability company are:

James R. Chandler, III
1819 Main Street
Suite 302
Sarasota, Florida 34236

Marc Forlenza
4208 Windemere Place
Sarasota, Florida 34231

ARTICLE VII
INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY

The initial members of this limited liability company are:

James R. Chandler, III
1819 Main Street
Suite 302
Sarasota, Florida 34236

Marc Forlenza
4208 Windemere Place
Sarasota, Florida 34231

Nick Bonfrere
7535 Calle Facil
Sarasota, Florida 34238

Rafael A. Gonzalez
3185 Novus Court
Sarasota, Florida 34237

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII **DEATH OR INCAPACITY OF A MEMBER OR MEMBERS**

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX **MANAGEMENT**

This limited liability company shall initially be managed by one manager, although the number of managers and the sphere of authority of each manager of the company may be altered from time to time, in accordance with the regulations of the company. The initial manager of the company shall be:

James R. Chandler, III
1819 Main Street
Suite 302
Sarasota, Florida 34236

who shall serve in such capacity until the first annual meeting of members or until a successor is duly elected and qualified.

**ARTICLE X
REGULATIONS OF LIMITED LIABILITY COMPANY**

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

**ARTICLE XI
INDEMNIFICATION**

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersign Organizers have caused these Articles or Organization to be executed this 12th day of September, 1996.

**AMERICAN HOSPITALITY AND
RESTAURANT ASSOCIATES, L.C.**

By: _____

James R. Chandler, III

By: _____

Marc Forlenza

By: _____

Nick Bonifere

By: _____

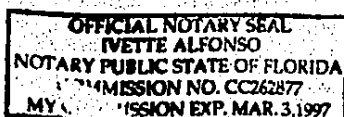
Rafael A. Gonzalez

STATE OF FLORIDA)
COUNTY OF Dade)

SWORN TO and SUBSCRIBED before me this 9th day of September, 1996, by JAMES R. CHANDLER, III, who is personally known to me and/or who has produced _____ as identification and who did take an oath.

Ivette Alfonso
Notary Public, State of Florida

My Commission Expires:

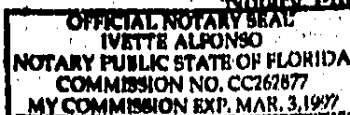


STATE OF FLORIDA)
COUNTY OF Dade)

SWORN TO and SUBSCRIBED before me this 12th day of September, 1996, by MARC FORLENZA, who is personally known to me and/or who has produced _____ as identification and who did take an oath.

Ivette Alonso
Notary Public, State of Florida

My Commission Expires:



STATE OF FLORIDA)
COUNTY OF SARASOTA)

SWORN TO and SUBSCRIBED before me this 14th day of September, 1996, by NICK BONFRERE, who is personally known to me and/or who has produced drivers license as identification and who did take an oath.

Rosie A. Turner
Notary Public, State of Florida

My Commission Expires:



ROSIE A. TURNER
MY COMMISSION # CC350981 EXPIRES
March 4, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF SARASOTA)

SWORN TO and SUBSCRIBED before me this 14th day of September, 1996, by RAFAEL A. GONZALEZ, who is personally known to me and/or who has produced license as identification and who did take an oath.

Rosie A. Turner
Notary Public, State of Florida

My Commission Expires:



ROSIE A. TURNER
MY COMMISSION # CC350981 EXPIRES
March 4, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE**

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 this 12 day of September, 1996.


James R. Chandler, III

FILED
96 SEP 16 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT SUBMITTED IN COMPLIANCE WITH
§608.407(2), FLORIDA STATUTES**

**FILED
96 SEP 16 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

STATE OF FLORIDA)
COUNTY OF Dade

BEFORE ME the undersigned authority personally appeared JAMES R. CHANDLER, III, who has a legal address of 1819 Main Street, Suite 302, Sarasota, Florida 34236, known to me to be the person who subscribed his name below, who after having been first duly sworn by me on oath deposes and says:

1. I am one of the two (2) initial organizers and members of AMERICAN HOSPITALITY AND RESTAURANT ASSOCIATES, L.C., a Florida limited liability company.

2. The limited liability company has at least two (2) initial members, as is set forth in the Articles of Organization, those being the undersigned and Marc Forlenza.

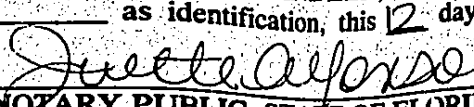
3. The total cash initially contributed to the limited liability company shall be One Thousand Dollars (\$1,000.00).

4. This affidavit is submitted to the Florida Department of State for the filing of the Articles of Organization of such entity.

FURTHER AFFIANT SAYETH NAUGHT.


JAMES R. CHANDLER, III

SWORN TO and SUBSCRIBED to before me, JAMES R. CHANDLER, III who is personally known and/or produced as identification, this 12 day of September, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

