

CAPITAL CONNECTION

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

2096-11158

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up *9/16 1:00* *AB 9/17*

RE: *Wilmington, C.C.*

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File <i>Organ</i>		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B-		
<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.		

200001951732
 -09/19/96-01069-885
 *****337.50 *****337.50

96 SEP 16 AM 7:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

96 SEP 15 4:11:51
 DIVISION OF CORPORATION

RECEIVED

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 16, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., #1
TALLAHASSEE, FL 32301

SUBJECT: WINDEMERE, L.C.
Ref. Number: W96000019458

We have received your document for WINDEMERE, L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return the enclosed check for \$337.50 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 296A00042867

Corrected

file 1st

**ARTICLES OF ORGANIZATION
OF**

WINDEMERE WEST, L.C.

**FILED
96 SEP 16 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
LIMITED LIABILITY COMPANY NAME**

The name of this limited liability company shall be:

WINDEMERE WEST, 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:

**4208 Windemere Place
Sarasota, Florida 34231**

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:

Marc Forlenza
4208 Windemere Place
Sarasota, Florida 34231

Yasmin 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:

Marc Forlenza
4208 Windemere Place
Sarasota, Florida 34231

Yasmin Forlenza
4208 Windemere Place
Sarasota, Florida 34231

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:

Marc Forlenza
4208 Windemere Place
Sarasota, Florida 34231

who shall serve in such capacity until the first annual meeting of members or until a successors 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 9th day of September, 1996.

WINDMERE WEST, L.C.

By: [Signature]
Marc Forlenza

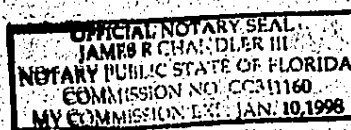
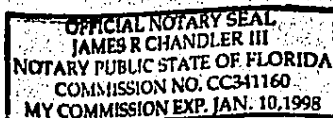
By: [Signature]
Yasmin Forlenza

STATE OF FLORIDA
COUNTY OF SARASOTA)

SWORN TO and SUBSCRIBED before me this ___ 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.

[Signature]
Notary Public, State of Florida

My Commission Expires:

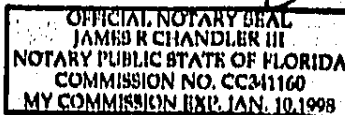


STATE OF FLORIDA)
COUNTY OF SARASOTA)

SWORN TO and SUBSCRIBED before me this 9th day of September, 1996, by
YASMIN FORLENZA, who is personally known to me and/or who has produced
~~as identification~~ and who did take an oath.


Notary Public, State of Florida

My Commission Expires:



**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 9th day of September, 1996.


James R. Chandler, III

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

**STATE OF FLORIDA)
COUNTY OF SARASOTA)**


BEFORE ME the undersigned authority personally appeared MARC FORLENZA, who has a legal address of 4208 Windemere Place, Sarasota, Florida 34231 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 WINDEMERE WEST, 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 Yasmin 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.


MARC FORLENZA

SWORN TO and SUBSCRIBED to before me, MARC FORLENZA who is personally known and/or produced _____ as identification, this 9th day of September, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

