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Karole K. Rispoli
3013 Airport Boulevard
Key West, Florida 33040
Telephone (305) 296-3879

September 13, 1996

Division of Corporations
Florida Secretary of State
Tallahassee, Florida 32314

Re: Articles of Organization for Alice's On Duval, L.C.

Sir/Madam:

Enclosed please find the original Articles Of Organization of Alice's On Duval, L.C., which have been executed by the two organizers.

Also enclosed is my check in the amount of THREE HUNDRED THIRTY-SEVEN DOLLARS AND FIFTY CENTS (\$337.50) to cover the following costs:

Filing of Articles	\$250.00	500001948365
Certified Copy of Articles	\$ 52.50	-09/16/96--01077--002
Registered Agent Filing	\$ 35.00	****337.50 ****337.50

Should you have any questions regarding this matter, please feel free to contact me at your convenience.

Thanking you in advance for your kind attention, I am

Sincerely Yours;


KAROLE K. RISPOLI

FILED
96 SEP 16 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN SEP 16 1996

**ARTICLES OF ORGANIZATION
OF
ALICE'S ON DUVAL, L.C.**

FILED
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TALLAHASSEE, FLORIDA

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

ARTICLE 1: NAME. The name of the limited liability company shall be ALICE'S ON DUVAL, L.C. ("Company"). The principal place of business of the Company in Florida shall be 1114 Duval Street, Key West, Florida.

ARTICLE 2: DURATION. The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2005, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 3: PURPOSES AND POWERS. The general purpose for which the Company is organized is to acquire, own, and manage a restaurant business 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 4: REGISTERED OFFICE AND AGENT. The name and street address of the registered agent of the Company in the State of Florida is ALICE WINEGARTEN, 1114 Duval Street, Key West, Florida 33040.

ARTICLE 5: CAPITAL CONTRIBUTIONS. The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Alice Weingarten	Two Hundred Fifty Dollars
Karole K. Rispoli	Two Hundred Fifty Dollars

ARTICLE 6: ADDITIONAL CAPITAL CONTRIBUTIONS. Each member shall make additional capital contributions to the Company at such times and in such amounts only upon the unanimous consent of all the members, or in lieu thereof, as may be provided in the regulations adopted by the members.

ARTICLE 7: ADMISSION OF NEW MEMBERS AND TRANSFERABILITY OF INTERESTS. No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and

conditions as shall be determined by all 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 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 8: TERMINATION OF EXISTENCE. The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

ARTICLE 9: MANAGEMENT BY MEMBERS. 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 control, operation, 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:

NAME


ADDRESS

Karole K. Rispoli
Alice Weingarten

3013 Airport Boulevard, Key West, FL 33040
South Bay Club, 800 West Avenue, Miami Beach,
Florida 33139

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Key West, Florida for the foregoing uses and purposes this 13th day of September, 1996.


ALICE WEINGARTEN,
Organizer

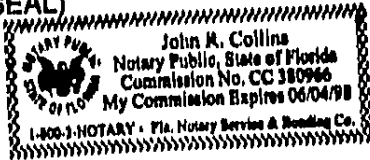

KAROLE K. RISPOLI,
Organizer

STATE OF FLORIDA,)

COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 13th day of September, 1996, by ALICE WEINGARTEN and KAROLE K. RISPOLI, who are both personally known to me, and who both did take an oath.

(SEAL)



John R. Collins

NOTARY PUBLIC, STATE OF FLORIDA

JOHN R. COLLINS

Printed/Typed Name Of Notary Public

Commission No. CC380966

My Commission Expires: June 4, 1998

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ALICE'S ON DUVAL, L.C., as the Registered Agent of this limited liability company, hereby consents to her appointment as Registered Agent of the Company.

Alice Weingarten

ALICE WEINGARTEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA