

# L960000001315

LAW OFFICES

## ABRAMS ANTON P.A.

MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

2021 TYLER STREET  
POST OFFICE BOX 229010  
HOLLYWOOD, FLORIDA 33022-9010

ONE BOCA PLACE • SUITE 411-E  
2255 GLADES ROAD  
BOCA RATON, FLORIDA 33431-7383

LAURENCE I. BLAIR X  
MILTON S. BLAUT X  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
WILLIAM S. KRAMER ◊  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS

KENNETH A. RUBIN  
REUBEN M. SCHNEIDER ◊ X \*  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN ◊

OF COUNSEL  
STANLEY D. GOTTSEGEN †

(954) 921-5500  
FAX: (954) 925-7013

BOCA RATON & DELRAY  
(561) 994-2212  
(561) 994-2772  
FAX: (561) 997-8494  
NORTH BROWARD (954) 428-9800  
MIAMI (305) 940-8440  
PALM BEACHES (561) 833-4710

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
† MEMBER OF OHIO BAR

◊ BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Boca Raton  
FILE NO.:

February 13, 1998

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


100002431261--2  
-02/16/98-01061--002  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: BOCA ROADHOUSE, L.C.

Gentlemen:

Enclosed please find one original with a copy of the Amended and Restated Articles of Organization for the above-referenced limited liability company, along with our check in the amount of \$52.50 representing the filing fee. Please forward evidence of filing to the undersigned using the enclosed self-addressed prepaid envelope.

Sincerely,



William S. Kramer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AFR-7 AM 10:09

|                  |  |
|------------------|--|
| Name             |  |
| Availability     | WSK/smb  |
| Document         | Enclosures   |
| Examiner         | DCC  |
| Printer          | cc: Stanley D. Gottsegen, Esq.<br>Boca Roadhouse, L.C. |
| Preparer         |  |
| Reviewer         | DCC  |
| Adm. Adjudgement | DCC  |
| Final Verifier   | DCC  |

ESTABLISHED IN 1947

L960000001315



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 18, 1998

WILLIAM S. KRAMER  
ABRAMS ANTON, P.A.  
P.O. BOX 229010  
HOLLYWOOD, FL 33022-9010

SUBJECT: BOCA ROADHOUSE, L.C.  
Ref. Number: L96000001315

We have received your document for BOCA ROADHOUSE, L.C. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

It appears from the records of this office that you are decreasing the contributions for this limited liability company. If that is correct we will need an additional filing fee of \$52.50.

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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 198A00009332



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 3, 1998

WILLIAM S. KRAMER  
ABRAMS ANTON P.A.  
2255 GLADES ROAD, SUITE 411-E  
BOCA RATON, FL 33431-7383

SUBJECT: BOCA ROADHOUSE, L.C.  
Ref. Number: L96000001315

We have received your document for BOCA ROADHOUSE, L.C. and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

You have now sent in an affidavit increasing the contributions. Please make yourself perfectly clear do you want to increase the the contribution or are you decreasing? If you are increasing the contributions the filing fee will be \$250.00, if you are decreasing the filing fee is the \$52.50.

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 (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 798A00017834

*Put original  
+ ek contributions*

AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BOCA ROADHOUSE, L.C.

The undersigned initial member of BOCA ROADHOUSE, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby files its Amended and Restated Articles of Organization. The original date of filing of the Articles of Organization was December 18, 1996, Document No. L96000001315. The original name of the Company was BOCA ROADHOUSE, L.C.

ARTICLE I. COMPANY NAME

The name of this Company is:

BOCA-SJA, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o BOCA-SJA, INC.  
c/o William A. Hoffman, President  
7280 W. Palmetto Park Road  
Suite 305N  
Boca Raton, Florida 33433

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

c/o BOCA-SJA, INC.  
c/o William A. Hoffman, President  
7280 W. Palmetto Park Road  
Suite 305N  
Boca Raton, Florida 33433

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -7 AM 10:09

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

Stanley D. Gottsegen, Esq.  
Abrams Anton P.A.  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, FL 33431-7383

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of its members or pursuant to Article IX of these Articles of Organization.

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DIVISION OF CORPORATIONS  
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ARTICLE VI. MANAGEMENT

The Company is to be managed by its members. The name and address of the initial managing member is set forth below. The initial managing member shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

BOCA-SJA, INC.  
c/o William A. Hoffman, President  
7280 W. Palmetto Park Road  
Suite 305N  
Boca Raton, Florida 33433

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the members holding a majority in interest of membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
90 APR -7 AM 10:09

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the membership interests sought to be transferred of the member seeking to transfer all or part of his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if