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FLORIDA DIVISION OF CORPORATIONS

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FROM: PETER J. JAENSCH, P.A.
105065002440

ACCT#:

CONTACT: P. CHRISTOPHER JAENSCH
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FAX #:

NAME: B & G RESTAURANT & BUTCHER, L.C.

AUDIT NUMBER.....H97000002709

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS=0

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**ARTICLES OF ORGANIZATION
OF**

B & G RESTAURANT & BUTCHER, L.C.

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ARTICLE I - NAME

The name of this Florida limited liability company is B & G RESTAURANT & BUTCHER, L.C.

ARTICLE II - ADDRESS, REGISTERED OFFICE AND AGENT

The principal place of business and registered office of this limited liability company in the State of Florida shall be 3400 South Tamiami Trail, Suite #303, Sarasota, Florida 34239. The initial registered agent of this limited liability company in the State of Florida shall be P. Christopher Jaensch, 3400 South Tamiami Trail, Suite 303, Sarasota, Florida, 34239.

ARTICLE III - DURATION

This limited liability company shall exist for a period of thirty (30) years commencing on the date of filing these Articles of Organization with the Department of State of the State of Florida.

ARTICLE IV - MANAGEMENT OF BUSINESS

All members shall have equal rights in the management or conduct of the limited liability company, each member having a vote proportionate to his interest in the company. The names and addresses of the members are the following:

Andreas Goepel
12901 McGregor Blvd.
Ft. Myers, Fl 33919

Reinhard Beck
Siedlung Am Wasserturm 2a
06268 Obhausen, Germany

Prepared by:
P. Christopher Jaensch
3400 S. Tamiami Trail, Suite 303
Sarasota, Florida 34239

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ARTICLE V - ADMISSION OF NEW MEMBERS

Additional members may be admitted to the limited liability company only upon unanimous affirmative vote of all the then existing members and upon such terms as may be unanimously agreed upon by such existing members in writing.

ARTICLE VI - CONTINUATION OF EXISTENCE

The remaining members of the limited liability company shall have the right, by unanimous affirmative vote, to continue the existence and business of the company 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.

ARTICLE VII - REGULATIONS

The members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal these regulations shall be vested in all members of this company.

ARTICLE VIII - PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this limited liability company.

ARTICLE XI - PROFITS AND LOSSES

Profits and losses generated by the business of this company shall be passed through to the members in proportion to the members respective interest in the limited liability company.

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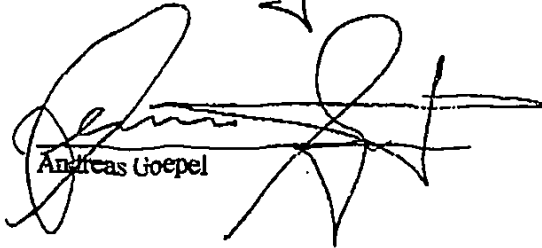
ARTICLE X - PURPOSE

This limited liability company is organized for the purpose of transacting any or all lawful business.

ARTICLE XI - POWERS

This limited liability company shall have all the powers enumerated in the Florida Limited Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this First day of February, 1997.


Andreas Goepel

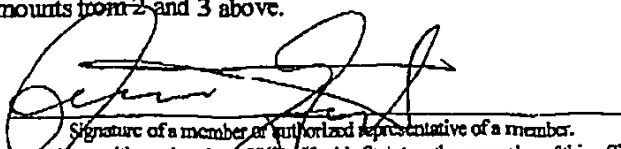
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of B & G RESTAURANT & BUTCHER, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 300,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 300,000.00. This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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ACCEPTANCE OF REGISTERED AGENT

FOR

B & G RESTAURANT & BUTCHER, L.C.

Having been named in the Articles of Organization of B & G RESTAURANT ENTERPRISES, L.C., as Registered Agent to accept service of process for the limited liability company at its registered office at 3400 South Tamiami Trail, Suite 303, Sarasota, Florida, 34239. The undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in Chapter 608, Florida Statutes.

Dated this 13th day of Feb, 1997.



P. Christopher Jaensch, Registered Agent

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