

**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 \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE 5-1-97

TIME 9:45

BY [Signature] CK No. \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_RE: University, L.C.Capital Express  
Art. of Inc. File  
Corp. Record Search  
LLC Partnership File  
Foreign Corp. File  
( ) Cert. Copy(s)Art. of Amend. File  
Dissolution/Withdrawal  
C U S  
Fictitious Name FileName Reservation  
Annual Report/Reinstatement  
Reg. Agent Service  
Document FilingCorporate Kit  
Vehicle Search  
Driving Record  
Document RetrievalUCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
File No.'s, \_\_\_\_\_ Copies  
Courier Service  
Shipping/Handling  
Phone ( )  
Top Priority  
Express Mail Prep  
FAX ( ) pgs

## SUBTOTALS

FEE..... \$  
DISBURSED..... \$  
SURCHARGE..... \$  
TAX on corporate supplies..... \$  
SUBTOTAL..... \$  
PREPAID..... \$  
BALANCE DUE..... \$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 AnnumTHANK YOU  
from  
Your Capital Connection

FILED  
97 MAY -1 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION  
OF  
UNIVERSITY, L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be University, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 4616 N. University Drive, Lauderhill, FL 33351.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than May 1, 2017, unless the company is earlier dissolved as provided in these articles of organization or the members of the company shall consent to continue the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Jahn Agency, Inc., 370 Minorca Avenue, Suite 8, Coral Gables, FL 33134.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX -- MANAGEMENT

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 regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Damiano Group, Inc.	c/o Jahn Agency, Inc. Registered Agent 370 Minorca Avenue, Suite 8 Coral Gables, FL 33134
restaurants, LLC	c/o Chris Peterson Equis 161 North Clark Street, Suite 2700 Chicago, IL 60601

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Dade County, Florida, on this 29 day of April, 1997.

Damiano Group, Inc.

By: [Signature] PRE  
John Diassinos, president

restaurants, LLC

By: [Signature]  
Rowland Hill, PRESIDENT - C.E.O.

STATE OF FLORIDA )  
 )  
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 29 day of April, 1997, by John Diassinos, who is personally known to me or who has presented Employment as identification.

Auth. # A 109632713  
Rachel Mayorga



Notary Public  
State of Florida

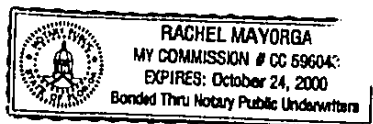
My commission expires:)

STATE OF FLORIDA )  
 )  
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 29 day of April, 1997, by Rowland Hill, who is personally known to me or who has presented Employment as identification.

Auth. # A 109632713

Rachel Mayorga



Notary Public  
State of Florida

My commission expires:)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of University, 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 \$250,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is N/A.  
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 members(s) is \$250,000.00.  
This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: April 29, 1997

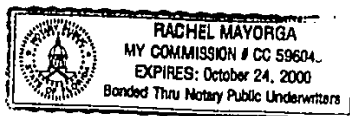
Damiano Group, Inc.

By: John Diassinos

John Diassinos, president

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 29 day of April, 1997, by John Diassinos, who is personally known to me or who has presented NY DL as identification.



My commission expires:)

10# 930 745045  
Rachel Mayorga  
Notary Public  
State of Florida

97 MAY -1 AM 10:59  
FILED  
CLERK OF DISTRICT COURT  
JANUARY 1998

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of University, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Name: Jahn Agency, Inc.  
370 Minorca Avenue, Suite 8  
Coral Gables, FL 33134  
Registered Agent

By: F. Lorraine Jahn  
F. Lorraine Jahn, president

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA