

L970000000640
GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG
GERMAN SPEAKING

BY APPOINTMENT ONLY

SUITE 200
350 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 34102

TEL (941) 262-7748
FAX (941) 262-7144
TEL/FAX (941) 434-9071

April 23, 1997

Mr. Richard Ricciani
Ricciani, Mathis & Jessen
6371-4 Presidential Court
Fort Myers, FL 33910

100002157741--S
-04/29/97--01020--001
***285.00 ***285.00

RE: Jacky's & Janny's - Continental Restaurant Limited Company

Dear Rich:

Enclosed please find the original and one copy of the Articles of Organization for the above-named limited company. Please sign both as registered agent, and forward both to the Secretary of State with the check and enclosed letter in the envelope provided. A corporate kit will be ordered when we receive the recorded Articles.

Thank you.

Sincerely, ?

GUDRUN MARIA NICKEL, P.A.

Gudrun M. Nickel

W97-10002
APR 30 BSB

1125

100002157741
97 JUN 12 AM 8:15
STATE
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1997

GUDRUN MARIA NICKEL, P.A.
350 FIFTH AVENUE SOUTH
SUITE 200
NAPLES, FL 34102

**SUBJECT: JACKY'S & JANNY'S CONTINENTAL RESTAURANT LIMITED
COMPANY**
Ref. Number: W97000010002

We have received your document for JACKY'S & JANNY'S CONTINENTAL RESTAURANT LIMITED COMPANY and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 797A00022582

FILED

ARTICLES OF ORGANIZATION
OF

97 JUN 12 AM 8:15

Jacky's & Janny's - Continental Restaurant Limited Company

STATE
FLORIDA

ARTICLE I
NAME

The name of this Limited Company is **JACKY'S & JANNY'S -
CONTINENTAL RESTAURANT LIMITED COMPANY**

ARTICLE II
DURATION

This Limited Company shall exist for a period of thirty (30) years commencing on the date of filing of these Articles of Organization.

ARTICLE III
PURPOSE

This Limited Company is created for the purpose of real property purchase and development, and in such other business as may be agreed on by the members.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Company shall be c/o 1402 S.E. 46th Lane, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Company shall be ~~Mr. Donald R. Rhodes~~ Mr. Richard Ricciani at the following address:

6371-4 Presidential Court, Fort Myers, FL 33919

~~1402 S.E. 46th Lane, Cape Coral, Florida 33904~~

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Company shall consist of the sum of \$1,000.00, which will be contributed by the members in the following amounts:

	%	
1) Harbans Singh	<u>95</u>	<u>\$ 950.00</u>
2) Sonia Singh	<u>5</u>	<u>\$ 50.00</u>

No member shall be entitled to receive interest on his contribution to capital.

Calls for additional contributions may be made by the Limited Company, and shall be paid in the same percentages as above set forth.

ARTICLE VI MANAGEMENT OF BUSINESS

All members shall manage the company, and shall have rights in the management or conduct of the Limited Company.

The members' names and addresses are as follows:

Harbans Singh

Beck Str. 9
20357 Hamburg
GERMANY

Sonia Singh

Same

Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

The following decisions shall be made only by unanimous consent of the members:

- L.C.;
- a. assigning L.C. property to creditors or other assignees, including debts owed the
 - b. confessing a judgment;
 - c. submitting a claim to arbitration;
 - d. impeding the carry on of business;
 - e. executing and delivering any debt instrument;
 - f. borrowing money in the name of the company;
 - g. conveying real or personal property of the company;
 - h. pledging a member's interest to outsiders;
 - i. disposing of the good will of the company.

ARTICLE VII 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 Company.

ARTICLE VIII MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

ARTICLE IX TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE X PROFITS AND LOSSES

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article V above.

ARTICLE XI WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Company may remain in existence and continue in business pursuant to the applicable provisions of the Regulations and pursuant to Article XII below.

ARTICLE XII DISSOLUTION, WINDING UP, LIQUIDATION

The Limited Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the company:

1. Death, disability or bankruptcy of a member;
2. Withdrawal, retirement or expulsion of a member;

3. Unanimous written consent of the members.

The remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

If the remaining members elect to continue the company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events enumerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
- (3) Amounts owing to members in respect to capital;
- (4) Amounts owing to members in respect to profits.

ARTICLE XIII AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Secretary of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of

Organization on 4-15-, 1997

Witnesses:

M. Engst
MARIA ENGST

Beate Rehwinkel
BEATRICK REHWINKEL

Harbans Singh
HARBANS SINGH

Sonia Singh
SONIA SINGH

STATE OF _____
COUNTY OF _____

FEDERAL REPUBLIC OF GERMANY
STATE AND CITY OF
HAMBURG
CONSULATE GENERAL OF THE UNITED STATES OF AMERICA

} SS

The foregoing instrument was subscribed to before me this 15th day of April 1997, by Harbans Singh and Sonia Singh, by me personally known (or who produced passports as identification), who stated under oath that they are the persons described in and who executed said instrument for the purposes therein expressed.

Cynthia Whittlesey
Notary Public CYNTHIA WHITTLESEY

CONSUL
Type or Print Notary Name,
Expiration Date and Commission No. N/A

AFFIDAVIT

STATE OF _____

COUNTY OF _____

FEDERAL REPUBLIC OF GERMANY
STATE AND CITY OF
FREIE UND HANSESTADT HAMBURG
CONSULATE GENERAL OF THE UNITED STATES OF AMERICA } **SS**

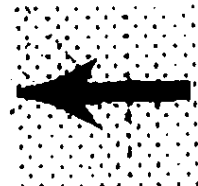
Before me, the undersigned Notary Public in and for the State of HAMBURG, GERMANY
County of _____, personally appeared **HARBANS SINGH** Who, being first
duly sworn upon his oath, states as follows:

1. That **JACKY'S & JANNY'S CONTINENTAL RESTAURANT LIMITED COMPANY** has two (2) members;
2. That the actual amount of cash contributions to date total \$1,000.00;
3. That the agreed upon value of the property other than cash to be contributed is as follows:

None \$ 0
4. That the total amount of cash or property anticipated to be contributed by the members is \$1,000.00.

FURTHER AFFIANT SAYS NAUGHT.

Harbans Singh
HARBANS SINGH



**SIGN
HERE**

Subscribed and sworn to before me this 21st day of May, 1997.

[Signature]
Notary Public

My Commission Expires:

N/A

**CYNTHIA WHITTLESEY
CONSUL**

FILED


97 JUN 12 AM 8:15

JACKY'S & JANNY'S - CONTINENTAL RESTAURANT LIMITED COMPANY

STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:


Richard Ricciani