

L9700000787

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ALSO A MEMBER OF THE OKLAHOMA BAR

August 18, 1999

Secretary of State  
Attn: Amendment Section  
Post Office Box 6327  
Tallahassee, FL 32314

000002966630--2  
-08/23/99-01083-016  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

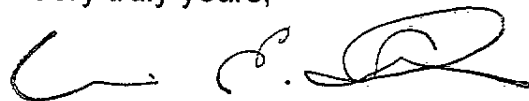
RE: Certificate of Amendment to Articles of Organization of The Whole Enchilada, L.C. and Supplemental Affidavit of Membership and Contributions for The Whole Enchilada, L.C.

Dear Sir/Madam:

Enclosed for filing with your office are the original Certificate of Amendment to Articles of Organization of The Whole Enchilada, L.C. and Supplemental Affidavit of Membership and Contributions for The Whole Enchilada, L.C. Also enclosed is a check in the amount of \$52.50 to cover the cost of filing.

If you have any questions or if I may be of any assistance, please call.

Very truly yours,



William E. Doyle

Signed in Mr. Doyle's absence to avoid delay

WED:stw  
enclosures

cc: Dave Boulter, President  
Campechanga, Inc.

L97-787

|                 |             |
|-----------------|-------------|
| Name            | W. E. Doyle |
| Availability    | Available   |
| Document        | Examination |
| Updater         | Updated     |
| Editor          | Edited      |
| Reviewer        | Reviewed    |
| Approving Agent | Approved    |
| W. P. Vanden    |             |



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 27, 1999

WILLIAM E. DOYLE  
1301 RIVERPLACE BLVD., SUITE 2600  
JACKSONVILLE, FL 32207

SUBJECT: THE WHOLE ENCHILADA, L.C.  
Ref. Number: L97000000787

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

There is a balance due of \$250.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file the amendment is \$52.50 and \$250.00 for the supplemental affidavit. These are 2 separate filings.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 199A00042972

FILED  
92 SEP 23 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT**

**TO**

**ARTICLES OF ORGANIZATION**

**OF**

**THE WHOLE ENCHILADA, L. C.**

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FILED  
CO SEP 23 PM 5:00  
COUNTY OF SULLY  
MISSISSIPPI

**FIRST:** The date of filing of the articles of organization was July 18, 1997.

**SECOND:** The following amendment(s) to the articles of organization were adopted by the limited liability company:

**ARTICLE VI**

**CAPITAL CONTRIBUTIONS**

Capital contributions in the amount \$100,000.00 cash shall be paid to the limited liability company by each of its three (3) members, Campechanga, Inc., a Florida Corporation, and O'Malley & McGee's, Inc., an Iowa Corporation, and David Vander Velde, individually. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII**

**PROFITS AND LOSSES**

(a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal 33 1/3% distributive share of the profits.

The distributive share of the profits shall be determined and paid to all the members each year on the anniversary date of the commencement of business of the limited liability company, or as otherwise unanimously consented to by the members.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or , if these sources are insufficient to cover such losses, by the members in 33 1/3% equal shares.

Executed this 28 day of June, 1999.

**CAMPECHANGA, INC.,**  
a Florida corporation

By: David Boulter  
Its \_\_\_\_\_ President

FILED  
99 SEP 23 PM 5:00  
NOTARY PUBLIC STATE  
OF FLORIDA

**STATE OF FLORIDA**  
**COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 1999, by David L. Boulter, President, of Campechanga, Inc., a Florida corporation, on behalf of the corporation, and who is personally known to me and who did or did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA  
STEPHANIE T. WILLIAMS  
COMMISSION # CC815717  
EXPIRES 9/15/2002  
BONDED THRU ASA 1-888-NOTARY1

Stephanie T. Williams  
Notary Public, State of Florida  
Print Name: Stephanie T. Williams  
My Commission expires:

O'MALLEY & MCGEE'S, INC.,  
an Iowa corporation

By: Robert S. Cumming  
Its \_\_\_\_\_ President

FILED  
93 SEP 23 PM 5:00  
SECRETARY OF STATE  
IOWA

STATE OF IOWA

COUNTY OF

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of June, 1999, by Robert S. Cumming, President, of O'Malley & McGee's, Inc., an Iowa corporation, on behalf of the corporation, and who is personally known to me or produced \_\_\_\_\_ as identification and who did or did not take an oath.

Larry A. Cortes

Notary Public, State of IOWA

Print Name: LARRY A. CORTES

My Commission expires: 2/1/2001

David Vander Velde

DAVID VANDER VELDE

STATE OF IOWA

COUNTY OF

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of JUNE, 1999, by DAVID VANDER VELDE, as a member of The Whole Enchilada, L.C., a limited liability company, and who is personally known to me or produced \_\_\_\_\_ as identification and who did or did not take an oath.

Larry A. Cortes

Notary Public, State of IOWA

Print Name: LARRY A. CORTES

My Commission expires: 2/1/2001