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CERTIFIED COPY PHOTO COPY (CORPORATE NAME & DOCUMENT #) 7.) (CORPORATE NAME & DOCUMENT #) 8.) _____(CORPORATE NAME & DOCUMENT #) (CORPORATE NAME & DOCUMENT #) (CORPORATE NAME & DOCUMENT #) SPECIAL INSTRUCTIONS_

WALKIN

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ARTICLES OF ORGANIZATION

OF PREFERRED RESTAURANT GROUP, L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited

liability company under the laws of the State of Florida do set

forth the following:

1. Name.

The name of the limited liability company ("Limited Liability Company") is: PREFERRED RESTAURANT GROUP, L.C.

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from date of filing until the first to occur of the following:

- a. Twenty (20) years from the date of filing of these Articles of Organization with the Department of State, or
- b. Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. Purpose.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The address of the place of business in Florida for the Limited Liability Company is:

9700 - 9th Street North - Ste. 400 St. Petersburg, FL 33702

5. Registered Agent.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

James C. Rowe, Esquire Riden, Earle & Kiefner, P.A. 100 2nd Avenue South - Ste. 400N St. Petersburg, FL 33701

6. Additional Members.

Members may admit additional members in accordance with the regulations as set out in the Limited Liability Company operating agreement.

7. Continuity of Business.

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of member or upon the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

8. Management.

The Limited Liability Company is to be managed by a managing member. The name and address of such managing member who

is to serve as such until the first annual meeting of members or until his successor is elected and qualified is as follows:

Gary L. Markel 9700 - 9th Street North - Ste. 400 St. Petersburg, FL 33702

The election annually by the members of the managing member shall be in accordance with the regulations as set out in the Limited Liability Company Operating Agreement.

9. Regulations of the Company.

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the members of the Company.

Executed at St. Petersburg, Florida on <u>1444</u> day of <u>July</u>, 1997.

Gary Markel, Member

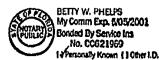
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GARY MARKEL to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of

(SEAL)

NOTARY PUBLIC, State of Florida My Commission Expires:



FILED 97 JUL 25 AM 11:02 AFFIDAVIT OF MEMBER(S) PREFERRED RESTAURANT GROUP, L.C. SEC. TALLED AND THE PROPERTY OF THE PROPERTY

BEFORE ME, the undersigned authority, personally, appeared GARY MARKEL, who upon being duly sworn, deposes and says las follows:

- 1. I am a resident of St. Petersburg, Florida, am over 21 years of age, and have personal knowledge of the facts stated in this Affidavit.
- 2. PREFERRED RESTAURANT GROUP, L.C. is a Florida limited liability company, ("Limited Liability Company") to be formed in accordance with FL. STAT. ann. § 608.401 et seq.
- 3. I am a member of the Limited Liability Company.
- The Limited Liability Company will have more than 2 members following its formation.
- 5. The total amount of cash contributed to the Limited Liability Company is Two Hundred Ninety-Six Thousand Eight Hundred Twenty-Five and 00/100 (\$296,825.00) Dollars in cash and no other property is being contributed to the Limited Liability Company as of the date of this Affidavit.
- The total amount of cash and agreed value of property other than case anticipated to be contributed by the members is Four Hundred Nine Thousand One Hundred and 00/100 (\$409,100.00) Dollars.

FURTHER AFFIANT SAYETH NOT.

STATE OF FLORIDA COUNTY OF PINELLAS

Sworn to and subscribed before me this 2 11 day of 0, 1997, by GARY MARKEL, who is personally known to me or Dusonelle Known as identification. has produced

NOTARY PUBLAC

(SEAL)

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PREFERRED RESTAURANT GROUP, L.C., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by PREFERRED RESTAURANT GROUP, L.C.

Executed this 244 day of July, 1997.

JAMES C. ROWE, ESQUIRE Registered Agent

PREFERRED RESTAURANT GROUP, L.C.