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CERTIFIED COPY _____ CUS _____

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1.) Preferred Restaurant group, L.C.
(CORPORATE NAME & DOCUMENT #)

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FILED
97 JUL 25 AM 11:02
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
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ARTICLES OF ORGANIZATION
OF
PREFERRED RESTAURANT GROUP, L.C.

FILED
97 JUL 25 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 24th day of July, 1997.

Gary L. Markel
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 July, 1997.

(SEAL)

Betty W. Phelps
NOTARY PUBLIC, State of Florida
My Commission Expires:



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AFFIDAVIT OF MEMBER(S)
GARY MARKEL
PREFERRED RESTAURANT GROUP, L.C.

BEFORE ME, the undersigned authority, personally appeared GARY MARKEL, who upon being duly sworn, deposes and says as 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.
4. 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.
6. 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.

Gary Markel
GARY MARKEL
Member

STATE OF FLORIDA)
 §
COUNTY OF PINELLAS)

Sworn to and subscribed before me this 24th day of July, 1997, by GARY MARKEL, who is personally known to me or has produced Personally Known as identification.

Betty W. Phelps
NOTARY PUBLIC
My Commission Expires:

(SEAL)



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **PREFERRED RESTAURANT GROUP, L.C.**, the undersigned accepts such an 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 24th day of July, 1997.

James C. Rowe
JAMES C. ROWE, ESQUIRE
Registered Agent

PREFERRED RESTAURANT GROUP, L.C.

By: Gary Markel
Gary Markel, Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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