

L97000001102

CHADROFF, TERMINELLO & TERMINELLO

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

2700 S.W. 37 AVENUE
MIAMI, FLORIDA 33133-2728

SY CHADROFF
LOUIS J. TERMINELLO
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(305) 444-5002
FAX: (305) 448-5568

PLEASE REPLY TO:
MIAMI

BROWARD OFFICE
2455 HOLLYWOOD BLVD.
SUITE 118
HOLLYWOOD, FL 33020
(954) 929-9600

ALSO ADMITTED IN:

*NEW YORK
*WASHINGTON, D.C.

**NEW YORK

September 24, 1997

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32339

000002312450--6
-10/06/97--01081--023
*****337.50 *****337.50

Re: ~~Articles of Amendment to Articles of Incorporation~~
~~of Key West Spice Company, Inc. and~~
Articles of Organizations of 700 Front Street Associates, L.C.

Dear Sir or Madam:

Enclosed please find the documents referenced above along with a check in the amount
\$337.50 made payable to the Secretary of State.

Please mail back confirmation of registration of the above two documents in the enclosed
envelope.

Thank you very much for your help and consideration in this matter.

Sincerely,

Natalie De Castro

Natalie De Castro
Secretary for Nancy Terminello

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -2 PM 2:22

Amendment
returned
per request

Name	Chadoff
Availability	Indc
Document	DCC
Examiner	Encls: as stated
Checker	DCC
Printer	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verityer	DCC

C. TAX	
FILING	285.00
R. AGENT FEE	
C. CONF	52.50
TOTAL	
N. BANK	
BALANCE DUE	
REFUND	

497000022093



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1997

CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37 AVENUE
MIAMI, FL 33133-2728

SUBJECT: 700 FRONT STREET ASSOCIATES, L.C.
Ref. Number: W97000022093

We have received your document for 700 FRONT STREET ASSOCIATES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 597A00047615

ARTICLES OF ORGANIZATION
OF 700 FRONT STREET ASSOCIATES, L.C.

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I

NAME OF COMPANY

The name of the limited liability company is 700 Front Street Associates, L.C. (the "Company"). and their address is: 700 Front Street, Key West, Florida 33040.

ARTICLE II

PERIOD OF DURATION

The Company shall terminate on September 30, 2027.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 700 Front Street, Key West, Florida. The name and address of the Company's initial registered agent in the State of Florida is as follows: Chadroff, Terminello & Terminello, 2700 S.W. 37th Avenue, Miami, Florida 33133-2728, Attention: Louis J. Terminello, Esq.

ARTICLE IV

REQUIREMENTS FOR ADMISSION
OF ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

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ARTICLE V

DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event a majority in interest of the remaining members agree in writing to continue the business of the Company.

ARTICLE VI

MANAGEMENT

The Company will be managed by five (5) managers in accordance with the Company's regulations. The name(s) and business address(es) of the initial manager(s) who shall serve until the first annual meeting of members or until their successors are elected and qualified is (are):

NAME

ADDRESS

William Ashley Smith

700 Front Street
Key West, Florida 33040

Camy Jo Smith

700 Front Street
Key West, Florida 33040

Sue B. Smith

215 Broadus Street
Sturgis, Michigan 49091

Melissa Jeanne Smith

215 Broadus Street
Sturgis, Michigan 49091

Paul Tripp

231 Margaret Street
Key West, Florida 33040

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ARTICLE VII

PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 23 DAY OF SEPTEMBER, 1997.

KEY WEST SPICE COMPANY, INC.

By: William Smith
As its VP

ALONZO & BERLIN'S LOBSTER HOUSE, INC.

By: Paul Tripp
As its Pres

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STATE OF FLORIDA) FLORIDA
)
COUNTY OF MONROE) MONROE

Before me personally appeared WILLIAM ASHLEY SMITH and PAUL TRIPP, who are known to me to be the persons who executed the foregoing articles of organization on behalf of 700 Front Street Associates, L.C.

In witness whereof, I have hereunto set my hand and seal on this 23 day of September, 1997.

Jessy S. Fonseca
Notary Public Signature



Jessy S. Fonseca
MY COMMISSION # CC663467 EXPIRES
July 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Commission Number CC 663467

My commission expires July 14, 2001

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 700 Front Street Associates, L.C.
2. The name and address of the registered agent and office is:

Louis J. Terminello, Esq.
(Name)

Chadroff, Terminello & Terminello, 2700 S.W. 37th Avenue
(P.O. Box not acceptable)

Miami, Florida 33133-2728
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Louis J. Terminello, Esq.

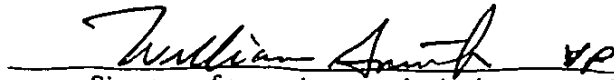
9/24/97
(Date)

FILING FEE: \$35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 700 Front Street Associates, 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 \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by the member(s) is \$1,000.00. This total includes the amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEE: \$250 for Articles of Organization and Affidavit

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