

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L980000000125

Goodings Warehouse/
Ogden Entertainment,
L.C.

100002415691--0

-01/29/98-01015-029

****337.50 ****337.50

L98-125

Name	ACT
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

CF 285.00
CBRT 52.50

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

<input checked="" type="checkbox"/>	Art of Inc. File
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
<input checked="" type="checkbox"/>	L.C. File
<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
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<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

FILED
98 JAN 29 PM 4:30
RECEIVED
98 JAN 29 AM 10:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1998

CAPITAL CONNECTION
417 E. VIRGINIA STREET, SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: GOODINGS WAREHOUSE/OGDEN ENTERTAINMENT, L.C.
Ref. Number: W98000002094

FILED
98 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FL

We have received your document for GOODINGS WAREHOUSE/OGDEN ENTERTAINMENT, 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):

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 and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

We are enclosing the proper form(s) with instructions for your convenience.

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: 898A00005155

Corrected

RECEIVED
98 JAN 30 AM 11:00
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

GOODINGS WAREHOUSE/OGDEN ENTERTAINMENT, L.C.

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99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company is GOODINGS WAREHOUSE/OGDEN ENTERTAINMENT, L.C.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by the limited liability company shall be to operate and maintain food and beverage services; and to have an exercise all of the powers now or hereafter conferred by the laws of the State of Florida upon limited liability companies organized pursuant to the laws under which this limited liability company is organized and any and all acts, amendatory thereof and supplemental thereto.

ARTICLE III - DURATION

The period of this limited liability company's duration shall be a period not to exceed thirty (30) years from January 29, 1998, or the date of the filing of these Articles of Organization with the Florida Department of State, whichever is later.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial address of this limited liability company's place of business is Goodings Warehouse, 2343 Apopka Boulevard, Apopka, FL, 32703 and the name and address of the initial registered agent of this limited liability company is Arthur Baron, 640 North Hillside Avenue, Orlando, FL 32803. The mailing address of the limited liability company and its registered office is Goodings

Warehouse, 2343 Apopka Boulevard, Apopka, FL 32703.

ARTICLE V - CONTRIBUTION

The total amount of cash or property to be initially contributed to the limited liability company is \$1,500.00. No other property shall be initially contributed. The members have agreed to make any additional contributions in accordance with the regulations to be adopted by the limited liability company from time to time.

ARTICLE VI

The members of the limited liability company shall have the right to admit additional members by two-thirds vote of all current members to be effective upon such prospective members agreeing in writing to assume any obligations of a member which may be set forth in the regulations adopted by the limited liability company from time to time.

ARTICLE VII - CONTINUATION OF BUSINESS

The business of the limited liability company shall continue notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which results in the termination of the continued membership of member in this limited liability company, provided all of the remaining members shall agree in writing.

ARTICLE VIII - MEMBERS

The members and their respective ownership interests are as follows:

Ogden Entertainment Services, Inc.	39%
Goodings Warehouse, Inc.	37%
Perez of Florida, Inc.	12%
Benton & Benton Enterprises	12%

ARTICLE IX - MANAGER

The limited liability company may be managed by a manager or managers selected from time to time by a majority of the members. The initial manager and his address who shall serve until the first annual meeting of the members or until their successor is duly elected and qualified is:


NICK BIELLO
2343 Apopka Boulevard
Apopka, FL 32703

IN WITNESS WHEREOF, the undersigned, as subscriber has executed these Articles of Organization this 28 day of January, 1998.


ARTHUR BARON
Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28 day of January, 1998, by ARTHUR BARON, who is personally known to me, and who did/~~did not~~ take an oath.


Notary Public, State of Florida
at Large



Julia C. Common
MY COMMISSION # CC537933 EXPIRES
April 11, 2000
BONDED THRU TROY FAIN INSURANCE, INC.


Julia C. Common
Typed Name of Notary Public

My Commission Number and
Date of Expiration:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

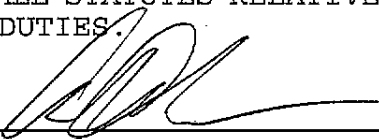
IN COMPLIANCE WITH SECTION 608.415, FLORIDA STATUTES
THE FOLLOWING IS SUBMITTED:

FIRST -- THAT GOODINGS WAREHOUSE/OGDEN ENTERTAINMENT L.P.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF APOPKA,
STATE OF FLORIDA, HAS NAMED ARTHUR BARON, LOCATED AT 640 NORTH
HILLSIDE AVENUE, CITY OF ORLANDO, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



ARTHUR BARON
Title: Registered Agent
Date: January 28, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ARTHUR BARON
Date: January 28th, 1998.

FROM :

PHONE NO. : 850 2221222

Jan. 29 1998 03:47PM F3

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

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09 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of GOODINGS WAREHOUSE /
OGDEN ENTERTAINMENT, L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$1,500.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,500.00.



Signature of a member or an 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.)

Arthur Baron

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit