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LAW OFFICES OF
VOGEL, DAVIS & VOGEL, P.A.

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June 18, 1998

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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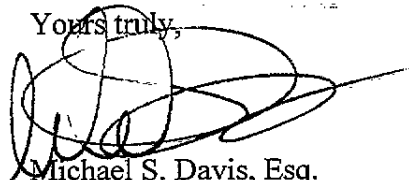
RE: DIAMONDHEAD RESTAURANT & LOUNGE, L.C.

Gentlemen:

Enclosed please find original and copy of Articles of Organization and Acceptance of Registered Agent for Diamondhead Restaurant & Lounge, L.C. for filing.

Also enclosed is our check in the amount of \$337.50, representing \$250.00 filing fees, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Yours truly,



Michael S. Davis, Esq.

/ah
enclosures

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

MICHAEL S. DAVIS, ESQ.
VOGEL, DAVIS & VOGEL, P.A.
3936 TAMiami TRAIL NORTH, SUITE B
NAPLES, FL 34103

SUBJECT: DIAMONDHEAD RESTAURANT & LOUNGE, L.C.
Ref. Number: W98000014549

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We have received your document for DIAMONDHEAD RESTAURANT & LOUNGE, 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 names and street addresses of the members or managers of the limited liability company.

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.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 998A00034837

**ARTICLES OF ORGANIZATION
OF**

DIAMONDHEAD RESTAURANT & LOUNGE, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

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ARTICLE I -- NAME

The name of the limited liability company shall be DIAMONDHEAD RESTAURANT & LOUNGE, L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 2000 Estero Boulevard, Fort Myers Beach, Florida 33931.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the

regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

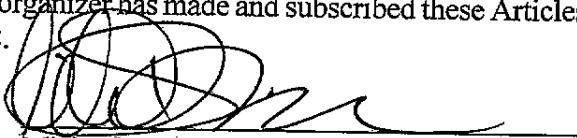
ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

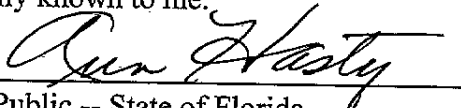
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Anthony Scialdone, East Coast Restaurants, Inc., 3040 Estero Blvd., Fort Myers Beach, Florida 33931.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Naples, Florida, on July 3, 1998.


Michael S. Davis

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to and subscribed before me this 3rd day of July, 1998, by MICHAEL S. DAVIS, who is personally known to me.



Notary Public -- State of Florida

ANN HASTY

Printed Name

My Commission Expires:

(Seal)



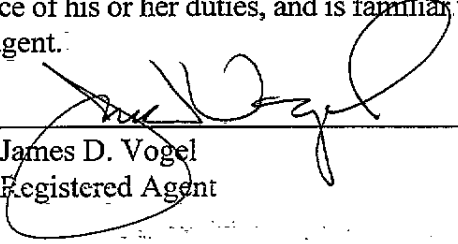
Ann Hasty
MY COMMISSION # CC567161 EXPIRES
June 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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-ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **DIAMONDHEAD RESTAURANT & LOUNGE, L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



James D. Vogel
Registered Agent

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EXHIBIT "A"

INITIAL MEMBERS, CAPITAL CONTRIBUTIONS
AND MEMBER PERCENTAGE INTEREST

<u>Name & Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Diamondhead Island Beach Resort, L.C. 2000 Estero Blvd. Fort Myers Beach, Florida 33931	\$50,000.00	50%
East Coast Restaurants, Inc. 3040 Estero Blvd. Fort Myers Beach, Florida 33931	\$50,000.00	50%

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of DiamondHead Restaurant and Lounge, L.C., deposes and says:

1. The undersigned is the President of DiamondHead Island Beach Resort, L.C., a Florida limited liability company.
2. DiamondHead Restaurant & Lounge, L.C., has at least two members.
3. The agreed value of property other than cash contributed by the members is: -0-
4. The total amount of cash or property anticipated to be contributed by the members is: \$100,000.00 as follows:

(a)	DiamondHead Island Beach Resort, L.C.	\$50,000.00
(b)	East Coast Restaurants, Inc.	\$50,000.00

THE AFFIANT SAYS NOTHING FURTHER.

Dated the 2 day of July, 1998.

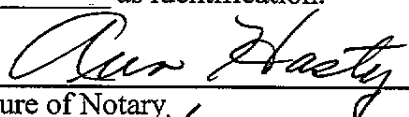
DIAMONDHEAD ISLAND BEACH RESORT, L.C.
a Florida limited liability company

By: 

David A. Lawrence, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Affidavit of Membership and Contributions was acknowledged, subscribed and sworn before me this 2 day of July, 1998, by David A. Lawrence who is personally known to me or who has produced _____ as identification.


Signature of Notary

ANN HASTY
Typed or Printed Name of Notary

Commission No. _____



Ann Hasty
MY COMMISSION # 00567151 EXPIRES
June 25, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Ann Hasty
RN # 00567151 EXPIRES
June 25, 2000
TROY FAIN INSURANCE, INC.

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