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

Richard M. Vogel
Michael S. Davis
James D. Vogel

Suite B, Midwest Title Building
3936 Tamiami Trail North
Naples, Florida 34103

Telephone (941) 262-2211
Facsimile (941) 262-8330

October 15, 1998

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

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*****52.50 *****52.50

Re: DiamondHead Restaurant & Lounge, LC
Amended and Restated Articles of Organization

Dear Sir or Madame:

Enclosed for filing please find an original and one copy of a Certificate of Amendment to Articles of Organization of DiamondHead Restaurant & Lounge, L.C. I have also enclosed our check in the amount of \$52.50 as payment of the filing fee. Please return a notice of amendment filing to this office at your convenience. Thank you for your consideration of this matter. Should you have questions or concerns, please do not hesitate to contact me.

Sincerely yours,



Chris Wohlbrandt

Name Availability	
Document Examiner	DCC
Initiator	DCC
Reviewer	DCC
Adm. no. to be sent	DCC
CAPLES0003975501CORP.LC	
W. P. Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,2314,671

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Suite B, Midwest Title Building
3936 Tamiami Trail North
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Telephone (941) 262-2211
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October 30, 1998

Ms. Diane Cushing
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: DiamondHead Restaurant & Lounge, LC
Amended and Restated Articles of Organization

Dear Ms. Cushing:

I am herewith resubmitting the above referenced articles. Please note that the statement you require is contained in the opening paragraph of the document. If you require anything further, please do not hesitate to contact me. Thank you for your consideration in this matter.

Sincerely yours,



Chris Wohlbrandt



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1998

CHRIS WOHLBRANDT
VOGEL DAVIS & VOGEL, P.A.
3936 TAMiami TRAIL NORTH, SUITE B
NAPLES, FL 34103

SUBJECT: DIAMONDHEAD RESTAURANT & LOUNGE, L.C.
Ref. Number: L98000000973

We have received your document for DIAMONDHEAD RESTAURANT & LOUNGE, L.C. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

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: 698A00052087

**Amended and Restated
ARTICLES OF ORGANIZATION
OF
DIAMONDHEAD RESTAURANT & LOUNGE, L.C.**

The present name of this limited liability company, and the name under which the same was originally filed, is **DIAMONDHEAD RESTAURANT & LOUNGE, L.C.** The original Articles of Organization were filed on July 6, 1998 with the Office of the Secretary of State, State of Florida, Division of Corporations. These Amended and Restated Articles of Organization shall be effective upon the date of filing with said Office. The undersigned, hereby duly make, execute and file the following Amended and Restated Articles of Organization, for the purposes of amending and restating the Articles of Organization of DiamondHead Restaurant & Lounge, L.C., pursuant to the provisions of the Florida Limited Liability Act, F.S. Chapter 608.411:

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 Esterline 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 or as otherwise provided in the company's Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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. The company may also be dissolved upon an event of termination as provided for in its Operating Agreement.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members 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 names and addresses of the initial members of the company are:

<u>Name</u>	<u>Address</u>
DiamondHead Island Beach Resort, L.C.	2000 Estero Boulevard Fort Myers Beach, FL 33931
West Coast Restaurants, L.C.	3040 Estero Boulevard Fort Myers Beach, FL 33931

IN WITNESS WHEREOF, the undersigned Members have made these Amended and Restated Articles of Organization at _____, on this 19th day of Sept., 1998.

DIAMONDHEAD ISLAND BEACH RESORT, LC
A Florida Limited Liability Company

By: 

David A. Lawrence, Senior Managing Administrator

WEST COAST RESTAURANTS, L.C.,
A Florida Limited Liability Company

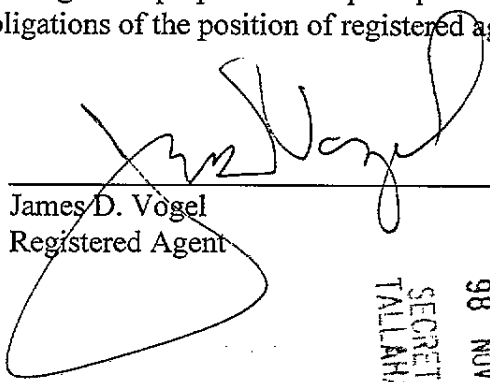
By: 

Anthony Scialdone, Managing Member

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CLERK OF DISTRICT COURT
FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Amended and Restated 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 Amended and Restated 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 duties, and is familiar with and accepts the obligations of the position of registered agent.



James D. Vogel
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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%
West Coast Restaurants, L.C. 3040 Estero Blvd. Fort Myers Beach, Florida 33931	\$50,000.00	50%

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TALLAHASSEE, FLORIDA

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 Junior Managing Administrator of DiamondHead Island Beach Resort, L.C., a Florida limited liability company, and one of the Members of DiamondHead Restaurant & Lounge, L.C.
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)	West Coast Restaurants, L.C.	\$50,000.00

THE AFFIANT SAYS NOTHING FURTHER.

Dated the 18th day of September, 1998.

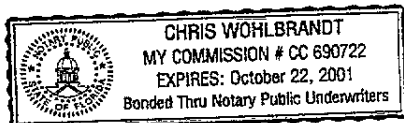
DIAMONDHEAD ISLAND BEACH RESORT, L.C.,
a Florida limited liability company

By:

James D. Vogel, Junior Managing Administrator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Affidavit of Membership and Contributions was acknowledged, subscribed and sworn before me this 18th day of September, 1998, by James D. Vogel who is personally known to me or who has produced _____ as identification.



Signature of Notary

Typed or Printed Name of Notary
Commission No. _____