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Post Office Drawer 120848  
Clermont, FL 34712-0848

**MEMORANDUM**

TO: Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

100002587301--8  
-07/13/98--01144--001  
\*\*\*\*\*250.00 \*\*\*\*\*250.00

FROM: Linda Topping, Paralegal

DATE: July 9, 1998

100002587301--8  
-07/13/98--01144--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: REGGAE CAFE, L.L.C

Enclosed are the original and one copy of the Articles of Organization for the above-captioned limited liability company, along with two checks for the following:

Filing Fee: \$ 250.00  
Registered Agent Filing Fee 35.00

Please file immediately and return the copy stamped by the Secretary of State reflecting the filing information to me at P.O. Drawer 120848, Clermont, FL 34712-0848.

Call if you have any questions regarding this matter.

Name	7114198
Availability	Dec
Enclosures	
Document	cc: Richard D. Hall (w/encl)
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
of  
**REGGAE CAFE, L.L.C**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that, for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit, the undersigned adopts the following Articles of Organization for such limited liability company:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this limited liability company is REGGAE CAFE, L.L.C., and its principal office and mailing address is located at 15803 Paddock, Montverde, FL 34756.

**ARTICLE II**

**DURATION**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE III**

**PURPOSE**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL CONTRIBUTIONS**

The total amount of cash and property contributed to this limited liability company by its members upon the filing of these Articles of Organization is Four Hundred Thousand and No/100 (\$400,000.00) Dollars. There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

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ARTICLE V  
**MEMBERSHIP**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI  
**DISSOLUTION**

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII  
**MANAGEMENT**

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and their successors are elected and qualified, shall be:

Richard D. Hall  
15803 Paddock  
Montverde, FL 34756

ARTICLE VIII  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this limited liability company's initial registered office is 15803 Paddock, Montverde, FL 34756 and the name of this limited liability company's initial registered agent is Richard D. Hall.

The undersigned, being an original member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of REGGAE CAFE, L.L.C..

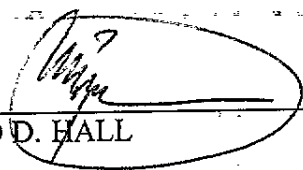
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization for this limited liability company this 8th day of July, 1998.

  
\_\_\_\_\_  
RICHARD D. HALL, Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, RICHARD D. HALL, am familiar with and hereby accept the appointment as Registered Agent for REGGAE CAFE, L.L.C., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 8th day of July, 1998.

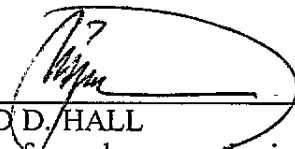
  
RICHARD D. HALL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of REGGAE CAFE, L.L.C., deposes and states as follows:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) \$ 10,000.00
3. The agreed value of property other than cash contributed by member(s) is (see attached Exhibit "A" for description) \$ - 0 -
4. The amount of cash or property anticipated to be contributed by member(s) is \$390,000.00
5. The total amount of Nos. 2, 3, and 4 is \$400,000.00

  
\_\_\_\_\_  
RICHARD D. HALL  
Signature of member or authorized  
representative of 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.)*

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TALLAHASSEE, FLORIDA