

L98000001479



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 931107 4376832

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 285.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 18 PM 2:31

FILED

ORDER DATE : August 18, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 931107-005

CUSTOMER NO: 4376832

16

CUSTOMER: Garey Butler, Esq
HUMPHREY & KNOTT

1625 Hendry Street
P.O. Box 2449
Ft. Myers, FL 33901

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DOMESTIC FILING

NAME: WEST COAST RESTAURANTS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 AUG 18 PM 12:09
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION
OF
WEST COAST RESTAURANTS, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the limited liability company shall be West Coast Restaurants, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Company in Florida shall be 3040 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 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

ARTICLE VI - 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 VII - ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VIII - 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 upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company only 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 IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon 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 X - MANAGEMENT

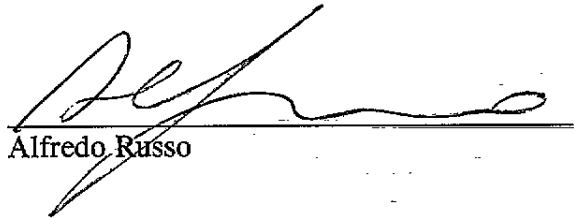
The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the

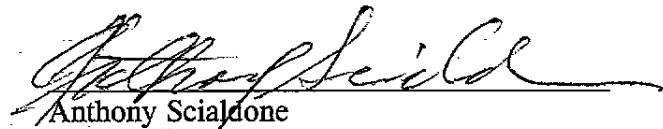
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Alfredo Russo	3040 Estero Boulevard Fort Myers Beach, FL 33931
Anthony Scialdone	3040 Estero Boulevard Fort Myers Beach, FL 33931

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Myers Beach, Florida, for the foregoing uses and purposes this 14th day of August, 1998.


Alfredo Russo


Anthony Scialdone

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93 AUG 18 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A


<u>Name and Address of Member</u>	<u>Capital Contribution</u>	<u>Initial Member Percentage Interest</u>
Alfredo Russo 3040 Estero Boulevard Fort Myers Beach, FL 33931	\$25,000	50%
Anthony Scialdone 3040 Estero Boulevard Fort Myers Beach, FL 33931	\$25,000	50%

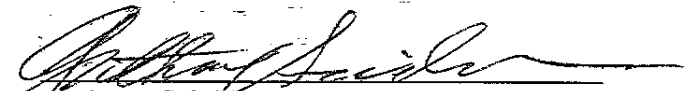
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of West Coast Restaurants, L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash anticipated to be contributed by each member is \$25,000.00, for a total of \$50,000.00. No other cash or property has been contributed or is anticipated to be contributed by the members.


Alfredo Russo


Anthony Scialdone

(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.)

FILED
98 AUG 18 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**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: West Coast Restaurants, L.C.
2. The name and address of the registered agent and office is:

Garey F. Butler
(Name)

1625 Hendry Street, Suite 301
(P.O. Box not acceptable)

Fort Myers, FL 33901
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Garey F. Butler
Garey F. Butler

August 14, 1998
Date

FILING FEE: \$35 for Designation of Registered Agent