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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: STEVIE B'S ENTERPRISES OF FLORIDA II, L.C.

AUDIT NUMBER.....H98000017116

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: STEVIE B'S ENTERPRISES OF FLORIDA II, L.C.  
REF: W98000020992

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6911.

Brenda Tadlock FAX Aud. #: H98000017116  
Sr. Corporate Section Administrator Letter Number: 698A00046624

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**ARTICLES OF ORGANIZATION  
OF  
STEVIE B'S ENTERPRISES OF FLORIDA II, L.C.**

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

**ARTICLE I  
NAME**

The name of the limited liability company shall be STEVIE B'S ENTERPRISES OF FLORIDA II, L.C. ("Company"). The principal place of business of the Company in Florida shall be 2721 Hiatus Road, Cooper City, Florida, and the mailing address is 2721 Hiatus Road, Cooper City, Florida.

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE III  
PURPOSE AND POWERS**

The general purpose for which the Company is organized is engage in restaurant and related entertainment 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 IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Steve Birger, 1377 Vera Cruz Lane, Weston, Florida 33127.

**ARTICLE V  
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

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<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
Richard Fliegel 971 Lakewood Court Weston, Florida 33326	\$15,000.00
Michael E. Ricozzi 11884 S. W. 8th Court Davie, Florida 33325	\$15,000.00
William Narens 29447 Cove Creek Lane Farmington Hills, MI 48334	\$ 5,000.00
Phillip Lotsoff 2030 N. Clifton, Apt. 2 Chicago, IL 60614	\$20,000.00
Theodore Buzby 1140 W. Wrightwood Avenue Chicago, IL 60614	\$15,000.00
Mario Flores 23 Logan Terrace Golf, IL 60024	\$ 5,000.00
Mark DeSouza 30 South Wacker Drive, #1720 Chicago, IL 60606	\$ 5,000.00
Lawrence Birger 7100 S. W. 109th Terrace Miami, Florida 33156	\$ 8,000.00
Caryl Hirschfeld 2210 N. E. 203rd Terrace North Miami Beach, FL 33180	\$25,000.00
Morton Weiner 200 S. E. First Street, #900 Miami, Florida	\$25,000.00

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**Daniel Turpin**  
286 Indian Trace Road  
Weston, FL 33327

\$40,000.00

**Brennan Washburn**  
30 S. Wacker Drive  
Suite 1720  
Chicago, IL 60606

\$ 5,000.00

**Steve Birger**  
1377 Vera Cruz Lane  
Weston, Florida 33327

\$17,000.00 (in kind services)

**Herman Wilensky**  
4330 S. W. 53rd Avenue  
Davie, Florida 33314

\$17,000.00 (in kind services)

**Greg Tuttle**  
3138 Tyler Street  
Hollywood, Florida 33021

\$17,000.00 (in kind services)

**Steven M. Singer**  
6140 S. W. 56 Court  
Davie, Florida 33314

\$ 6,000.00 (in kind services)

#### **ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

#### **ARTICLE VII ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all managing 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 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.

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**ARTICLE VIII  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members, or upon a vote of majority of the membership.


**ARTICLE IX  
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the following managing 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 managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
STEVE BIRGER	1377 Vera Cruz Lane Weston, Florida 33327
HERMAN WILENSKY	4330 S. W. 53rd Avenue Davie, Florida 33314
GREG TUTTLE	3138 Tyler Street Hollywood, Florida 33021

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Copper City, Florida for the forgoing uses and purposes this \_\_\_ day of \_\_\_\_\_, 1998.

  
\_\_\_\_\_  
STEVE BIRGER

STATE OF FLORIDA :  
SS  
COUNTY OF BROWARD :

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The foregoing instrument was acknowledged before me this 10 day of Sept, 1998, by STEVE BIRGER, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public  
Print:



Steven M. Singer  
MY COMMISSION # CC683235 EXPIRES  
January 24, 2002  
GOMCO LIFE & ACCIDENT INSURANCE, INC.

My Commission Expires:

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of STEVIE B'S ENTERPRISES OF FLORIDA II, L.C., as the registered agent of the this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
STEVE BIRGER

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**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: STEVIE B'S ENTERPRISES OF  
FLORIDA II, L.C.

2. The name and address of the registered agent and office is:

**STEVE BIRGER**

Name

**1377 Vera Cruz Lane**

Address (P. O. Box not available)

**Weston, Florida 33327**

City/State/Zip

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.

*Steve Birger*  
(Signature) Steve Birger

(Date)

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA :  
SS  
COUNTY OF BROWARD :

The undersigned member or authorized representative of a member of STEVIE B'S ENTERPRISES OF FLORIDA II, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$183,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$57,000. A description of the property is attached and made a part hereto as Exhibit "A".
4. The total amount of cash or property anticipated to be contributed by member(s) is \$240,000.00. This total includes amounts from 2 and 3 above.

Steve Birger  
STEVE BIRGER, Member

Signature of a member or 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.)

SWORN TO AND SUBSCRIBED before me this 10 day of Sept, 1998.

[Signature]  
NOTARY PUBLIC

My Commission Expires:

Steven M. Singer  
MY COMMISSION # CC063215 EXPIRES  
January 24, 2002  
(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known to me OR Produced Identification

Type of Identification Produced: \_\_\_\_\_

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EXHIBIT "A"

Lease between DIM Embassy Limited Partnership and Tenant, Stevie B's Enterprises of Florida, Inc., Assignor, to Stevie B's Enterprises of Florida II, L.C.

Furniture and fixtures contained on the premises of 2721 Hiatus Road, Cooper City, Florida

Stevie B's name and good will

Pre-Opening design, construction, and labor expenses, including "punchlist" items contained in Business Plan.

Legal expenses.

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