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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: STEVIE B'S ENTERPRISES OF FLORIDA II, L.C.

AUDIT NUMBER.....H98000019150

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 15, 1998

STEVIE B'S ENTERPRISES OF FLORIDA II, L.C.  
2721 HIATUS ROAD  
COOPER CITY, FL

SUBJECT: STEVIE B'S ENTERPRISES OF FLORIDA II, L.C.  
REF: L98000001855

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 the original date of filing/authorization in Florida.

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

The document must contain the entity's complete mailing address.

A statement that the restated articles only restate and integrate and do not further amend the limited liability company's articles of organization as theretofore amended or supplemented and there is no discrepancy between those provisions and the restated articles 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

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**RESTATED  
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 restate the Articles of Organization, filed September 15, 1998 as the Members desire to accurately restate the Articles of Organization in accordance with Fla. Stat. 608.411(f). The restated Articles only restate and integrate and do not further amend the Company's Articles of Organization as therefore amended and supplemented and there is no discrepancy between those provisions. The Restated Articles are as follows:

**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 street and mailing address are 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.

Prepared by:

Steven M. Singer, Esq.

88 N. E. 168th Street

N. Miami Beach, FL 33162

(305)653-6666 FBN-352 381

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**ARTICLE V  
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property totaling \$240,000.00.

**ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Additional Capital Contributions shall be made only upon unanimous consent of 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.

**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:

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<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

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

Steve Birger  
STEVE BIRGER

STATE OF FLORIDA :  
SS  
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 28 day of October, 1998, by STEVE BIRGER, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

[Signature]  
Notary Public  
Print: \_\_\_\_\_

My Commission Expires:



Steven M. Singer  
MY COMMISSION # CC683235 EXPIRES  
January 24, 2002  
BONDED THRU TROY FARM INSURANCE, INC.

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