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December 10, 1998

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*337.50 \*\*\*\*337.50

Re: *Limited Liability Company Formation*

Dear Sirs:

Enclosed please find a check in the amount of \$337.50 in payment of the Filing Fee for the Articles of Organization and Affidavit (\$250.00), Designation of Registered Agent (\$35.00) and a Certified Copy (\$52.50). Also enclosed are the Articles of Organization and Affidavit of Membership and Contributions.

I can be reached, during the daytime, at the above phone number and address.  
Thank you for your attention to this matter.

Sincerely,

*(Signature)*

Louis D. D'Agostino  
For the Firm

Name	12/10/98
Availability	DCC
Document Examiner	DCC
Classifier	DCC
Encoder	LDD/ek
Entryer	Enclosures
File No	DCC
File No	DCC
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DIVISION OF CORPORATIONS  
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December 21, 1998

E-MAIL: CPWJ@napleslaw.com

**By Federal Express**

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Salvatore's, L.L.C./Geraci Restaurant Group, L.L.C.

Dear Sir/Madam:

Enclosed herewith please find:

- 1) Articles of Organization of Geraci Restaurant Group, L.L.C.;
- 2) Affidavit of Membership and Contributions.

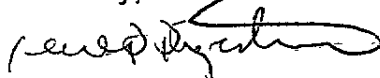
These documents replace those sent to you earlier this month under the name, "Salvatore's, L.L.C.", which documents were rejected because the name too closely resembled an existing organization.

It is our understanding that you are holding our check for \$337.50. Please apply it to the filing fees for Geraci Restaurant Group, L.L.C. as follows:

Filing of Articles Organization and Affidavit	\$ 250.00
Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
	\$ 337.50

Please return the certified copy to our office using the enclosed Federal Express airbill. Thank you for your assistance in this matter.

Sincerely,



Louis D. D'Agostino  
For the Firm

LDD:jan

Enclosures

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 18, 1998

LOUIS D. D'AGOSTINO  
CHEFFY PASSIDOMO WILSON & JOHNSON  
821 FIFTH AVENUE SOUTH, SUITE 201  
NAPLES, FL 34102

SUBJECT: SALVATORE, LLC  
Ref. Number: W98000028296

We have received your document for SALVATORE, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

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: 098A00059500

**ARTICLES OF ORGANIZATION OF  
GERACI RESTAURANT GROUP, L.L.C.**

The undersigned, acting as the organizing Member of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for said limited liability company:

**ARTICLE I – NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company shall be Geraci Restaurant Group, L.L.C.

**ARTICLE II – PERIOD OF DURATION**

The period of duration of this limited liability company shall commence on December 23, 1998, and shall continue until dissolved pursuant to Chapter 608 of the Florida Statutes.

**ARTICLE III – MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business and mailing address of the L.L.C. shall be 43-104, Calusa Bay North, 6939 Rain Lily Court, Naples, Florida 34109.

**ARTICLE IV – INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent for service of process of the L.L.C. is Louis D. D'Agostino at Cheffy, Passidomo, Wilson & Johnson and the address of such registered agent is 821 Fifth Avenue South, Suite 201 Naples, FL 34102. The Board of Managers of the L.L.C. may, from time to time, designate another agent or office.

**ARTICLE V – MANAGEMENT**

This limited liability company shall be managed by a Board of Managers, comprised of "Managing Members" who are both Managers and Members and may also be comprised of Managers who are not Members. The initial Managing Member shall have the authority to appoint all other Managers. The name and address of the initial Managing Member is:

<u>Name</u>	<u>Address</u>
Salvatore Geraci	43-104, Calusa Bay North 6939 Rain Lily Court Naples, FL 34109

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DIVISION OF CORPORATIONS  
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## **ARTICLE VI – PURPOSE**

The purpose of the L.L.C. shall be to own and operate a restaurant, and to engage in any other lawful business permitted by Florida Law.

## **ARTICLE VII – INDEMNIFICATION**

This limited liability company shall indemnify the Managing Members and other Managers, or any former Managing Member or Manager, to the full extent permitted by law.

## **ARTICLE VIII – ORGANIZING MEMBER**

The name and address of the Member of the limited liability company signing these Articles of Organization is:

Name

Address

Salvatore Geraci

43-104, Calusa Bay North  
6939 Rain Lily Court  
Naples, FL 34109

## **ARTICLE IX – ADMISSION OF NEW MEMBERS**

Additional persons may be proposed by the Board of Managers and admitted to the L.L.C. as Members with the prior written consent of the existing Members holding not less than seventy-five percent (75%) of the L.L.C. voting power. In the event that new members are admitted as provided in this section, new Capital Units shall be created and issued to them, and all Members holding interests prior to such admission shall have their interests diluted ratably by such new members.

## **ARTICLE X – CONTINUATION OF LIMITED LIABILITY COMPANY**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member of the L.L.C., the L.L.C. shall be dissolved unless the remaining Members or Member holding at least fifty-one percent (51%) of the L.L.C. voting power shall give written consent to continue the business of the L.L.C..

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization at Naples, Florida this 31<sup>st</sup> day of December, 1998.

  
Salvatore Geraci

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above-described limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Florida Statutes Sec. 608.415.

  
Louis D. D'Agostino, Cheffy, Passidomo, Wilson & Johnson

12/21/98  
Date

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**GERACI RESTAURANT GROUP, L.L.C.**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of Geraci Restaurant Group, L.L.C. certifies:

1. The above named limited liability company has at least one Member;
2. The total amount of cash to be contributed by the Members is \$500.00.
3. The total amount of cash and property contributed and anticipated to be contributed by Members is initially \$500.00.

  
\_\_\_\_\_  
Salvatore Geraci

(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.)