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ATTORNEYS AND COUNSELORS AT LAW

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DIVISION OF CORPORATIONS
99 JAN -4 AM 10:16

December 7, 1998

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

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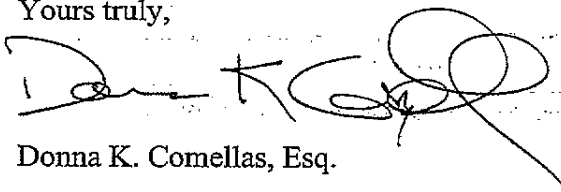
Re: Formation Key Largo Lounge & Restaurant, L.L.C.

To Whom it May Concern:

Enclosed is an original Articles of Organization, Affidavit of Membership, and Designation and Acceptance by Registered Agent. A check for \$285.00 is attached (Articles of Organization - \$250.00 and Registered Agent Designation - \$35.00).

Also enclosed are exact copies of the foregoing listed documents. Please date stamp the copies and return them to me in the self-addressed, stamped envelope. Thank you.

Yours truly,


Donna K. Comellas, Esq.

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Name	OR 1-7
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledger	
W. P. [Signature]	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1998

DONNA K. COMELLAS, ESQ.
BHAVSAR & COMELLAS, P.A.
1305 EAST ROBINSON STREET
ORLANDO, FL 32801

SUBJECT: KEY LARGO LOUNGE & RESTAURANT, L.L.C.
Ref. Number: W98000027837

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We have received your document for KEY LARGO LOUNGE & RESTAURANT, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 598A00058606

BHAVSAR & COMELLAS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

KASHMIRA I. BHAVSAR
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December 28, 1998

Ms. Tammi Cline
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ref No.: W98000027837
Key Largo Lounge & Restaurant, L.L.C.
Reply to Letter Number: 598A00058606

Dear Ms. Cline:

Enclosed is an original Articles of Organization, Affidavit of Membership and Contribution, and Designation and Acceptance by Registered Agent. A check for \$285.00 was previously sent.

Also enclosed are exact copies of the foregoing listed documents. Please date stamp the copies and return in the self-addressed, stamped envelope. Thank you.

Yours truly,



Donna K. Comellas, Esq.

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**ARTICLES OF ORGANIZATION
OF
KEY LARGO LOUNGE & RESTAURANT, L.L.C.**

The undersigned Organizers/Organizing Members to these Articles of Organization, hereby form a limited liability company under the laws of the State of Florida and Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company shall be KEY LARGO LOUNGE & RESTAURANT, L.L.C., a Florida limited liability company.

ARTICLE II - DURATION

The period of the limited liability company's existence shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The mailing address and the street address of the principal office of the limited liability company shall be:

Name: Key Largo Lounge & Restaurant, L.L.C.
Address 313 South Atlantic Avenue
Address Daytona Beach, FL 32118

ARTICLE IV - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent in the state of Florida for the limited liability company shall be:

Fred Saunders
313 South Atlantic Avenue
Daytona Beach, FL 32118

ARTICLE V - NATURE OF BUSINESS

This limited liability company may engage in or transact any and all lawful activities or business permitted under Chapter 608 of the Florida Statutes, the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE VI - RIGHTS OF MEMBERS TO ADMIT ADDITIONAL MEMBERS

The Organizing Members of this limited liability company, whom are signatories to these Articles of Organization, have the right to admit additional members to the limited liability company

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in their sole discretion, upon the unanimous consent of the Organizing Members of this limited liability company.

ARTICLE VII
RIGHT TO CONTINUE BUSINESS OF THE LIMITED LIABILITY
COMPANY UPON THE DEATH, RETIREMENT, RESIGNATION,
EXPULSION, BANKRUPTCY OR DISSOLUTION OF A MEMBER OR THE
OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATED THE
CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED
LIABILITY COMPANY

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- a. Right of Substitution. The right of a Member to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution are as follows:
- i. A fully executed and acknowledged written instrument of assignment must be filed with the Organizing Members setting forth the intention of the assignor that the assignee become a Member in his or her place;
 - ii. The assignor and the assignee must execute and acknowledge such other instruments as the Organizing Members may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Articles of Organization and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Articles of Organization;
 - iii. A reasonable transfer fee shall have been paid to the limited liability company; and
 - iv. The written consent of all the Organizing Members to the substitution must be obtained, the denial of which is in the sole and absolute discretion of the Organizing Members.
- b. Admission of Additional Members. The Organizing Members of this limited liability company have the right to admit additional Members in their sole discretion, upon the unanimous consent of the Organizing Members.
- c. Termination of Membership of a Member. The membership of a Member in this limited liability company may only be terminated upon the occurrence of any of the following events: death, retirement, resignation, expulsion by unanimous consent of the remaining Members of the limited liability company, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member of this limited liability company. Upon the termination of

a Member's membership in this limited liability company, the Organization shall, within 180 days following such termination, pay the fair market value of the terminated Member's interest in the limited liability company, to the Member, the Member's successors, heirs and/or assigns, as the case may be.


- d. Right to Continue Business. All of the remaining Members of this limited liability company may elect to continue the business of this limited liability company upon 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 this limited liability company, upon the vote of a majority of the remaining Members of this limited liability company.

COUNT VIII - MANAGEMENT OF THE ORGANIZATION

The management of this limited liability company is reserved to the members. The names and addresses of its initial members are:

- (1) Reinhard Golda, 4445 South Atlantic Avenue, Unit 202, Ponce Inlet, FL 32127
- (2) Fred Saunders, 3873 South Atlantic Avenue, Daytona Beach Shores, FL 32127

IN WITNESS WHEREOF, the undersigned Organizers of this Limited Liability Company have signed these Articles of Organization on this 6th day of December 1998.

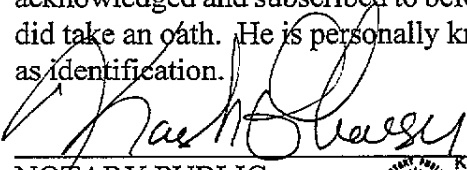

Reinhard Golda, Organizing Member

Date: Dec 6th 1998
Date: Dec 6th 1998
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Fred Saunders, Organizing Member

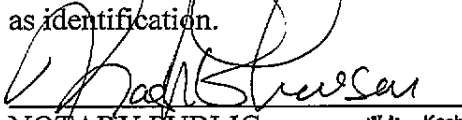
STATE OF FLORIDA
COUNTY OF ORANGE


Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6th day of December 1998, by Reinhard Golda, who did take an oath. He is personally known to me or has produced driver's license (Austrian) as identification.


NOTARY PUBLIC
Kashmira I Bhavsar
My Commission CC785252
Expires October 22, 2002
(typed-printed or stamped name of Notary)
My Commission Expires:

Articles of Organization Page 4

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6th day of December 1998, by Fred Saunders, who did take an oath. He is personally known to me or has produced driver's license (GA) as identification.


NOTARY PUBLIC

 Kashmira I Bhavsar
★ My Commission CC785252
★ Expires October 22, 2002

(typed-printed or stamped name of Notary)

My Commission Expires:

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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTION FOR
KEY LARGO LOUNGE & RESTAURANT, L.L.C.**

The undersigned member of **Key Largo Lounge & Restaurant, L.L.C.**, a Florida limited liability company, certifies:

1) There are two Organizing Members of **Key Largo Lounge & Restaurant, L.L.C.**, a Florida limited liability company whose names and mailing addresses are as follows:

Reinhard Golda
16 RUHMANSLEITENWEG
AUSTRIA 3423, EUROPE

Fred Saunders
3873 South Atlantic Avenue
Daytona Beach Shores, FL 32127


and

4445 South Atlantic Avenue, Unit 202
Ponce Inlet, FL 32127

2) As of the date of the filing of this Affidavit, Reinhard Golda, has contributed the sum of Ten Dollars to **Key Largo Lounge & Restaurant, L.L.C.**, a Florida limited liability company. It is anticipated that this Organizing Member shall also contribute an additional sum of Ten Thousand Two Hundred and 00/100 Dollars (\$10,200.00) to **Key Largo Lounge & Restaurant, L.L.C.**, a Florida limited liability company.

3) As of the date of the filing of this Affidavit, Fred Saunders, has contributed the sum of Ten Dollars to **Key Largo Lounge & Restaurant, L.L.C.**, a Florida limited liability company. It is anticipated that this Organizing Member shall also contribute an additional sum of Nine Thousand Eight Hundred and 00/100 Dollars (\$9,800.00) to **Key Largo Lounge & Restaurant, L.L.C.**, a Florida limited liability company.

4) The agreed value of property other than cash contributed by member(s) is zero dollars (\$0.00).


Reinhard Golda, Organizing Member

Date: Dec 23rd 1998

(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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**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT
FOR
KEY LARGO LOUNGE & RESTAURANT, L.L.C.**

The following is submitted in compliance with the laws of the State of Florida, Chapter 608 of the Florida Statutes. **KEY LARGO LOUNGE & RESTAURANT, L.L.C.**, a Florida limited liability company, organizing under the laws of the State of Florida with its principal office located at 313 South Atlantic Avenue, Daytona Beach, Florida, has named Fred Saunders, whose address is 313 South Atlantic Avenue, Daytona Beach, FL 32118, as its Agent to accept service of process within this State.

ACCEPTANCE:

I, Fred Saunders, agree to act as the Registered Agent of **KEY LARGO LOUNGE & RESTAURANT, L.L.C.**, a Florida limited liability company, and I agree to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I am familiar with, and accept the obligations of the position of Registered Agent of Key Largo Lounge & Restaurant, L.L.C., a Florida limited liability company.


Fred Saunders
3873 South Atlantic Avenue
Daytona Beach Shores, FL 32127
(904) 760-3232

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STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 6th day of December 1998, by Fred Saunders, who did take an oath. He is personally known to me or has produced driver's license (GA) as identification.


NOTARY PUBLIC
Kashmira I Bhavsar
My Commission CC785252
Expires October 22, 2002

(typed-printed or stamped name of Notary)
My Commission Expires: