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January 6, 1999

Florida Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

600002734606--7  
-01/08/99--01044--007  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Johnny T's All American Club, L.L.C.

Dear Sir/Madam:

CM

Enclosed for filing please find the Articles of Organization of Johnny T's All American Club, L.L.C. Also enclosed is this Firm's check in the amount of \$337.50 to pay the filing fees for this matter. Upon filing these Articles, please provide the undersigned with a certified copy of the Articles.

Please forward the Certified Copy to the address written above. Thank you in advance for your assistance. Please contact the undersigned if you have any questions.

Regards,

*S. Dresden Brunner*

S. Dresden Brunner

SDB/smb  
Enclosure

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DIVISION OF CORPORATIONS  
99 JAN -8 PM 12:10

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ARTICLES OF ORGANIZATION  
OF  
JOHNNY T'S ALL AMERICAN CLUB, L.L.C.

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 Johnny T's All American Club, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with 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 -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jeffrey Cecil, Esq., 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE V -- 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 VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VII -- 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 on 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

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager or on the occurrence of any other event that terminates the continued membership of a member in the Company, or on the passage of ten (10) days after the sale or other disposition of substantially all of the Company's assets, unless, prior to the end of such ten (10) day period, other Company Property is acquired, unless, upon the occurrence of either event, the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager 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 name and address of the initial manager of the Company is John Tarangelo, 2089 Mission Drive, Naples, FL 34109.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 5th day of JANUARY, 1999.

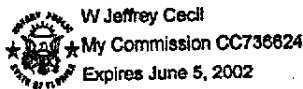
  
Name of Organizer  
JOHN TARANGELO

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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to (or affirmed) and subscribed before me this 5th day of JANUARY, 1999, by JOHN TARANGELO.

  
Notary Public -- State of Florida



Print, Type, or Stamp  
Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification .....

Type of Identification Produced .....

(SEAL)

Exhibit "A"

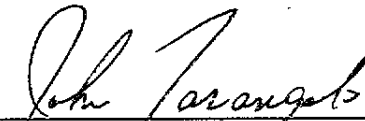
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Johnny T's All American Club, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is \$100.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$.ZERO.....
4. The total amount of cash or property anticipated to be contributed by members(s) is \$100.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER


Dated: 1/5/99

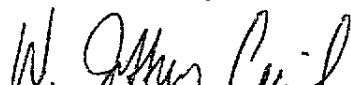
  
Name: JOHN TARANGELO

STATE OF FLORIDA  
COUNTY OF COLLIER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Sworn to (or affirmed) and subscribed before me this 5th day of JANUARY, 1999, by JOHN TARANGELO.

 W. Jeffrey Cecil  
My Commission CC736624  
Expires June 5, 2002

  
Notary Public - State of Florida

Print, Type or Stamp  
Commissioned Name of Notary Public

Personally Known ☒ OR Produced Identification .....

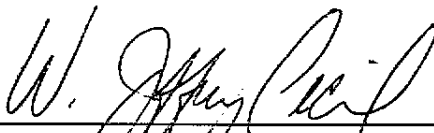
Type of Identification Produced .....

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of JOHNNY T'S ALL AMERICAN CLUB, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Date: 1 JANUARY 1999

  
Name: W. JEFFREY CECIL, ESQ.  
Registered Agent

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