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Fax Number : (850) 922-4003

From: Account Name : FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BANKER, P.A.
Account Number : 075410001562
Phone : (813) 228-7411
Fax Number : (813) 228-9401

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LIMITED LIABILITY COMPANY
HOPS OF BALTIMORE COUNTY, LLC

RECEIVED
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**ARTICLES OF ORGANIZATION
OF
HOPS OF BALTIMORE COUNTY, LLC**

The undersigned hereby files these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company to be formed hereunder is "Hops of Baltimore County, LLC".

**ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION**

This limited liability company shall begin existence effective the 1st day of February, 1999, and shall have perpetual existence.

**ARTICLE III
ADDRESS AND PLACE OF BUSINESS**

The street and mailing address of the principal place of business of the limited liability company is: c/o Hops Grill & Bar, Inc., 2701 North Rocky Point Drive, Suite 300, Tampa, Florida 33607.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent is Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., Attention: R. Alan Higbee. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

Prepared by:
Olga M. Fina, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 0966290

Fax Audit No.: H99000002498

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**ARTICLE V
POWERS**

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

**ARTICLE VI
PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE VII
MANAGEMENT**

The business and affairs of the limited liability company shall be managed by or under the direction of the Board of Managers. The names and current addresses of the initial Board of Managers are as follows:

Thomas A. Schelldorf
c/o Hops Grill & Bar, Inc.
2701 North Rocky Point Drive
Suite 300
Tampa, FL 33607

Terence M. Terenzi
c/o Hops Grill & Bar, Inc.
2701 North Rocky Point Drive
Suite 300
Tampa, FL 33607


Erich J. Booth
c/o Avado Brands, Inc.
Hancock at Washington
Madison, GA 36050

Tom E. DuPree, Jr.
c/o Avado Brands, Inc.
Hancock at Washington
Madison, GA 36050

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IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 1st day of February, 1999.

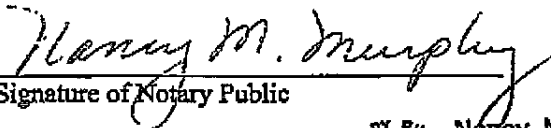
Fowler, White, Gillen, Boggs, Villareal and
Banker, P.A., as Authorized Representative




Curt P. Creely, on behalf of the
Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of February, 1999, by Curt P. Creely, on behalf of Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., as the authorized representative of a member of Flops of Baltimore County, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Signature of Notary Public

Name stamped, typed or legibly printed: 


Notary Commission Expiration Date
(if not perpetual authority)

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Hops of Baltimore County, LLC, Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 1st day of February, 1999.



R. Alan Higbee for Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of February, 1999, by R. Alan Higbee, on behalf of Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., as Registered Agent for Hops of Baltimore County, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



Signature of Notary Public

Notary Commission Expiration Date
(if not perpetual authority)
Amy R. Eckard
Commission # CC 776342
Expires SEP 17, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, as the authorized representative of a member of Hops of Baltimore County, LLC (the "Company"), deposes and says:

1. The Company has at least one member, and the amount of cash initially contributed to the Company's capital by the member is \$1,000.
2. The agreed value of property other than cash contributed by members is \$ -0-.
3. The total amount of cash, other property and anticipated additional contributions is \$1,000,000.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

Signed this 1st day of February, 1999.

Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., as Authorized Representative

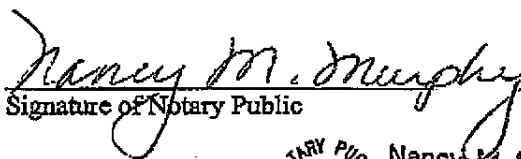


Curt P. Creely, on behalf of the Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB - 1 1999

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of February, 1999, by Curt P. Creely, on behalf of Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., as the authorized representative of a member of Hops of Baltimore County, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.


Signature of Notary Public

Notary Expiration Date _____
(if not perpetual authority)



cpelhops\hbc\llc.wpd