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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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CORPORATION(S) NAME

Kendall Rose, L.L.C.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 02/16/99
Availability L99-874
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Examiner [Signature]
Updater [Signature]
Verifier [Signature]
Acknowledgement [Signature]
W.P. Verifier [Signature]

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**ARTICLES OF ORGANIZATION
OF
KENDALL ROSE, L.L.C.**

Under Section 608.407 of the Florida Limited Liability Company Act.

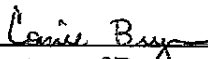
The undersigned, being a resident of the State of Florida and acting as the initial member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is KENDALL ROSE, L.L.C.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is 1389 N.W. 136th Avenue, Sunrise, Florida 33323.

FOURTH: The name and address of the Registered Agent for service of process is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, who has signed below to acknowledge that it is familiar with and accept the obligations of that position.

 **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY
(Signature of Registered Agent)

FIFTH: (a) The Company is formed for the sole object and purpose of, and the nature of the business to be conducted and promoted by the Company is, holding a 10.66% partnership interest in, and act as the general partner of Don Carter's Kendall Lanes Limited, an Ohio limited partnership (the "Partnership").


(b) Notwithstanding the generality of the foregoing, the Company is not formed and does not have the power for so long as the Company remains as and acts as the General Partner of the Partnership to (i) incur indebtedness of any kind, whether secured or unsecured, recourse or non-recourse, in favor of any person; (ii) hire any employees; and (iii) engage in any business other than acquiring, owning, holding and exercising its rights and powers and performing its duties and obligations as the general partner of the Partnership.

The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the

PREPARED BY:
Jay M. Sakalo, Esq.
Florida Bar No. 0156310
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

IN WITNESS WHEREOF, the undersigned Member has subscribed these Articles and does hereby affirm the foregoing as true under the penalties of perjury, this 9th day of February, 1999.



MRM Burton Rose
1389 N.W. 136th Ave.
Sunrise, FL 33323

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AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

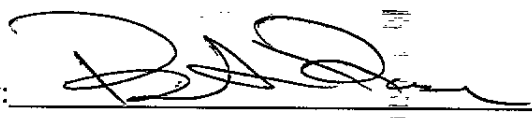
BEFORE ME appeared the undersigned, being the managing member of Kendall Rose, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that: (i) the Company has at least one member; (ii) the 10.66% General Partner Interest of Don Carter's Kendall Lanes Limited, an Ohio limited partnership, owned by the member, with an agreed upon value of \$692,900.00 has been contributed to the Company by the member, and (iii) no cash or additional property is anticipated to be contributed by the member.

Dated: February ^{9th} 1999

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MANAGING MEMBER:

By: 
Burton Rose

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STATE OF _____)
) ss:
COUNTY OF _____)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared John Powell, Jr., who is known to me and known by me to be the person who executed the foregoing Affidavit of Membership and Capital Contributions to Kendall Rose, L.L.C. (the "Company"), or who presented _____ as ~~identification~~, and he acknowledged to me and before me that he executed this Affidavit as the managing member of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of February, 1999.

(SEAL)



Notary Public, State of 21/1/1999

My commission expires:

DANIEL F. MARINIK
Notary Public, State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

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