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TALLAHASSEE, FL 32301
222-1173

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CONTACT: CINDY HICKS

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CORP. NAME: CAFE CREOLE CONCEPT, L.C.

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-03724/99--01034--010
****285.00 ****285.00

- () ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
() ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
() CERT. OF AUTHORITY () LIMITED PARTNERSHIP ☒ LIMITED LIABILITY
() REINSTATEMENT () MERGER () WITHDRAWAL
() CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
() OTHER: _____

STATE FEES PREPAID WITH CHECK# 3009 FOR \$ 285.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

Examiner's Initials _____

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
CAFÉ CREOLE CONCEPT, L.C.

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company shall be:

CAFÉ CREOLE CONCEPT, L.C.

ARTICLE II
PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of (a) thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or (b) dissolution of the limited liability company by law or in accordance with the operating agreement of the limited liability company.

ARTICLE III
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 IV
ADDRESS AND PLACE OF BUSINESS

The address and the place of business in Florida for the limited liability company are 3204 Tambay Ave., Tampa, FL 33611.

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**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the name of its initial registered agent is Thomas P. McNamara. 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.

**ARTICLE VI
INITIAL CAPITAL CONTRIBUTIONS**

The total amount of cash and the description and agreed value of property other than cash initially contributed to the limited liability company is as follows:

<u>Member</u>	<u>Cash</u>	<u>% Interest</u>
Anthony D'Avanza, Jr.	\$51.00	51%
Domingo Velasco	\$24.50	24.5%
Christopher Cornell	\$24.50	24.5%

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**ARTICLE VII
ADDITIONAL CONTRIBUTIONS**

No additional contributions to the limited liability company are contemplated or agreed to at this time. Additional contributions, if any, will be made by the members as provided in the operating agreement.

**ARTICLE VIII
MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of Managers shall consist of three (3) persons elected by a majority vote in interest of the members of the limited liability company. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed as provided in the Operating Agreement of the limited liability company. The names and current addresses of the managers

who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Anthony D'Avanza, Jr.	3204 Tambay Ave. Tampa, FL 33611
Domingo Velasco	454 Comercio St. San Juan, PR 00901
Christopher Cornell	200 Chinoe Rd. Lexington, KY 40502

ARTICLE IX OWNERSHIP

All of the ownership interests of the limited liability company shall be owned by the members of the limited liability company. The names and current addresses of the initial members are as follows:

<u>Name</u>	<u>Address</u>
Anthony D'Avanza, Jr.	3204 Tambay Ave. Tampa, FL 33611
Domingo Velasco	454 Comercio St. San Juan, PR 00901
Christopher Cornell	200 Chinoe Rd. Lexington, KY 40502

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ARTICLE X CONTINUITY OF BUSINESS

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 in the limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued in accordance with the operating agreement.

**ARTICLE XI
RESTRICTIONS ON MEMBERSHIP**

No new members shall be admitted to the limited liability company except in accordance with the operating agreement. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the operating agreement of the limited liability company.

**ARTICLE XIII
ACKNOWLEDGMENT**

The undersigned, being a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of CAFÉ CREOLE FOOD COURT CONCEPT, L.C. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the operating agreement of the limited liability company consistent with the laws of the State of Florida.

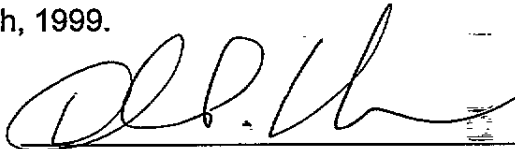
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 22nd day of March, 1999.


ANTHONY D'AVANZA, JR.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of CAFÉ CREOLE CONCEPT, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 22nd day of March, 1999.



THOMAS P. MCNAMARA

AFFIDAVIT

State of Florida)
) ss:
County of Hillsborough)

Pursuant to Section 608.407(2), Florida Statutes, the undersigned, Anthony D'Avanza, Jr. (the "Affiant"), being duly sworn deposes and says:

1. CAFÉ CREOLE CONCEPT, L.C. has three members:

Anthony D'Avanza, Jr.
Domingo Velasco
Christopher Cornell

2. The actual amount of cash contributions is as follows:

Anthony D'Avanza, Jr.	-	\$51.00
Domingo Velasco	-	\$24.50
Christopher Cornell	-	\$24.50

3. No property other than cash has been contributed.

4. There are no other contributions to CAFÉ CREOLE CONCEPT, L.C. that are contemplated at this time.

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IN WITNESS WHEREOF, the Affiant does hereby execute this Affidavit this 22nd
day of March, 1999.


ANTHONY D'AVANZA, JR.

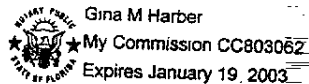
Before me, the undersigned authority, personally appeared Anthony D'Avanza, Jr., who, being duly sworn, deposes and says he is a member of CAFÉ CREOLE CONCEPT, L.C. and that in that capacity, he executed the foregoing instrument. He is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal, this 22nd day of March, 1999.


NOTARY PUBLIC

My Commission Expires: _____

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