

**CORPORATE
ACCESS
INC.**

236 East 6th Avenue • Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 • Fax (850) 222-1666

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(Signature)

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LC

1.) Spring National Barbecue Festival LC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

L99-1692
3-28

Name	<i>(Signature)</i>
Secretary	<i>(Signature)</i>
Assistant Secretary	<i>(Signature)</i>
Director	<i>(Signature)</i>
Manager	<i>(Signature)</i>
Supervisor	<i>(Signature)</i>
Inspector	<i>(Signature)</i>
Reviewer	<i>(Signature)</i>
Acknowledgment	<i>(Signature)</i>
W. P. Verifier	<i>(Signature)</i>

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**ARTICLES OF ORGANIZATION
of
SPRING NATIONAL BARBECUE FESTIVAL, L.C.**

The undersigned initial member of **Spring National Barbecue Festival, L.C.**, a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

Spring National Barbecue Festival, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on the date these Articles of Organization are filed with the Department of State of Florida, and shall continue until December 31, 2049, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

5242 Redwood Place
Plantation, Florida 33317

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

5242 Redwood Place
Plantation, Florida 33317

Thomas O. Wells, Esq.
Davis Devine Goodman & Wells, P.A.
777 Brickell Avenue
Suite 980
Miami, FL 33131
(305) 374-8200

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

C. Robert Markham Foundation, Inc.
5242 Redwood Place
Plantation, Florida 33317

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is

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taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall not dissolve except as otherwise provided in the Regulations.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until her successor is elected and qualified.

Madolyn Markham
5242 Redwood Place
Plantation, Florida 33317

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

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ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

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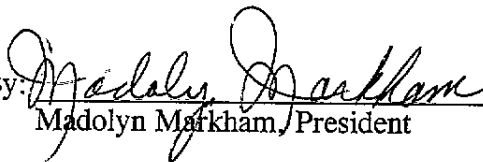
ARTICLE XIII. SINGLE MEMBER ENTITY

Initially, the sole member of the Company shall be C. Robert Markham Foundation, Inc., a Florida not-for-profit corporation and an income tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). For income tax purposes only, the member desires that the Company be treated as an entity disregarded as being separate from its member under Code Section 7701. Accordingly, all restrictions and limitations imposed upon C. Robert Markham Foundation, Inc. by its Articles of Incorporation or otherwise as a Florida not-for-profit corporation or as an income tax-exempt entity under Code Section 501(c)(3) shall also apply to the Company. This provision is not intended to affect or modify the other rights and obligations of the Company and its member, including without limitation, the limitation on the liability of a member or manager for the debts, liabilities and obligations of the Company under Section 608.436 of the Act.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 19 day of March 1999.

INITIAL MEMBER:

C. Robert Markham Foundation, Inc.

By: 
Madolyn Markham, President

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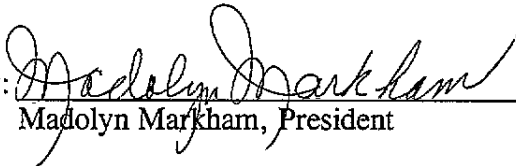
**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

C. Robert Markham Foundation, Inc.
5242 Redwood Place
Plantation, Florida 33317

Having been appointed registered agent of **Spring National Barbecue Festival, L.C.** in
its Articles of Organization, at the place designated in such Articles of Organization, the
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts,
the obligations of such position.

C. Robert Markham Foundation, Inc.

By: 
Madolyn Markham, President

Dated: March 19, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of **Spring National Barbecue Festival, L.C.**, a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. As of the date hereof, the amount of cash contributions made by the members to the Company is \$10.00.
3. There is no anticipated amount of additional capital contributions to be made by the members to the Company.
4. There has been no contribution of property made by the members to the Company other than cash contributions, and there is no anticipated capital contribution of property to be made by the members to the Company.

FURTHER AFFILIANTS SAYETH NOT.

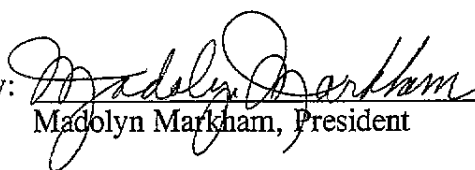
Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that she has read the foregoing and that the facts alleged are true, to the best of her knowledge and belief.

DATED: March 19, 1999

INITIAL MEMBER:

C. Robert Markham Foundation, Inc.

By:


Madolyn Markham, President

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