

Division of Corporations

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LIMITED LIABILITY COMPANY

Crown Restaurant Palm Bay, L.L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 1999

MICHAEL M.M. WALLIS, ESQ
MOSLEY WALLIS & WHITEHEAD, P.A.
P.O. BOX 1210
MELBOURNE, FL 32902-1210

SUBJECT: CROWN RESTAURANT PALM BAY, L.L.C.
REF: W99000007635

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Diane Cushing
Corporate Specialist

FAX Aud. #: E99000007532
Letter Number: 399A00016074

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**ARTICLES OF ORGANIZATION
OF
CROWN RESTAURANT PALM BAY, 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 CROWN RESTAURANT PALM BAY, L.L.C. ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the company shall be 1041 Royal Oak Court, Melbourne, Florida 32940.

ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by 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 MICHAEL M. M. WALLIS, 1221 East New Haven Avenue, Melbourne, Florida 32901.

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."

Mosley, Wallis & Whitehead, P.A.
Michael M. M. Wallis, Esq.
P.O. Box 1210
Melbourne, Florida 32902-1210
(407)984-3842
Facsimile Audit #: H990000075327
Florida Bar #: 326062

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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.

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, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by the members 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 names and address of the members of the company are

NAME	ADDRESS
Crown Management Group, Inc.	1041 Royal Oak Court Melbourne, FL 32940

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Melbourne, Florida, on this 29th day of March, 1999.

H990000075327

Name of Organizer

Crown Management Group, Inc.

By: *Dennis Brady*
Dennis Brady, President

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 29th day of March, 1999, by **Dennis Brady, President of Crown Management Group, Inc.**, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Linda A. Collins
MY COMMISSION # CC765605 EXPIRES **NOTARY**
August 12, 2001
BONDED THROUGH TROY FAIN INSURANCE, INC. My commission expires:

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CROWN RESTAURANT PALM BAY, L.L.C., deposes and says:

- 1. The above named limited liability company has at least one or more members.
- 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 \$ None. A description of the property is attached and made a part hereto.
- 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.

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THE AFFIANT SAYS NOTHING FURTHER

Dated: March 29, 1999

Crown Management Group, Inc.

BY: 
 Dennis Brady, President

STATE OF FLORIDA)
 COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 29th day of March, 1999, by **Dennis Brady, President of Crown Management Group, Inc.**, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Linda A. Collins
 MY COMMISSION # CC763605 EXPIRES
 August 12, 2001
 BONDED THRU TROY PAUL INSURANCE, INC

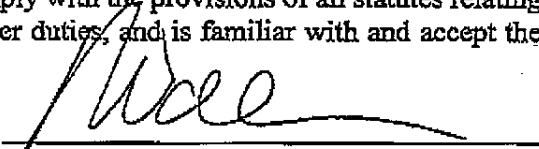

 NOTARY
 My commission expires:

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of CROWN RESTAURANT PALM BAY, 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.



MICHAEL M. M. WALLIS
Registered Agent

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