L990000003453

MITCHELL B. KIRSCHNER* WILLIAM S. WEISMAN DANIEL S. MANDEL DAVID H. BRODIE BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 300
BOCA RATON, FL 33431
TELEPHONE (561) 989-0300
FAX (561) 989-0304

SOUTH FLORIDA TOLL FREE 1-800-416-2249

MICHAEL A. FREELING JANICE L. GRIFFIN MARJORIE S. MARGOLIES DEBORAH F. MORAITIS

*Fla. Bar Certified in Real Estate Law

00789-02746-02747-00691

al de

April 19, 1999

99 APR 29 AM 9: 2

VIA FEDERAL EXPRESS

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: ORCHARD RESTAURANTS, L.C.

300002844953--3 -04/20/99--01048--007 -- ****337.50 ****337.50

Dear Sir or Madam:

Enclosed herewith please find original Articles of Organization and Certificate of Designation of Registered Agent and Registered Office for Orchard Restaurants, L.C. Please file these Articles and Certificate return a certified copy of same to me at your earliest possible convenience. I enclose our firm's check in the sum of \$337.50.

Should you have any questions, please do not hesitate to contact me.

Mitchell B. Kirschner

Very truly yours,

MBK:pma Enclosures

cc: Jamshid Keynejad g:\s\w\keynejad\orchrest\secystate.001.ltr.pma.041999 Name Availability

Document Examiner

Updater

U жater Verifyer

Acknowledgement

W. P. Verifyer



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 23, 1999

MITCHELL B. KIRSCHNER MANDEL, WEISMAN & KIRSHNER, P.A. 2101 CORPORATE BOULEVARD, SUITE 300 BOCA RATON, FL 33431

SUBJECT: ORCHARD RESTAURANTS, L.C.

Ref. Number: W99000009609

We have received your document for ORCHARD RESTAURANTS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company to continue the business on 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 lilability company. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 099A00021406

ARTICLES OF ORGANIZATION FOR ORCHARD RESTAURANTS, L.C. A FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE OF STATE OF CORPORATIONS

99 APR 29 AM 9: 24

ARTICLE I

The name of the Limited Liability Company is ORCHARD RESTAURANTS, L.C.

ARTICLE II

The mailing address and street address of the principal offices of the Orchard Restaurants, L.C. is 333 West Camino Gardens Boulevard, Boca Raton, Florida 33432.

ARTICLE III

The period of duration for the Limited Liability Company shall be until December 31, 2040.

ARTICLE IV

The Limited Liability Company is to be managed by JAMSHID KEYNEJAD, as Manager having an address of 333 West Camino Gardens Boulevard, Boca Raton, Florida 33432.

ARTICLE V

Additional members may be admitted upon approval of a majority of Members of the Company, upon written application of such new member, in the manner set forth in the Operating Agreement.

ARTICLE VI

The remaining members continue the business on 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.

ARTICLE VII

The undersigned member or authorized representative of a member of certifies as follows:

- A. The above named limited liability company has at least one (1) member;
- B. The total amount of cash contributed by the members is \$1,000.00;
- C. If any, the agreed value of property, other than cash, contributed by the member(s) is \$0; and

| D. The total amount of cas by the members is \$1,000.00. Dated this day of | and property contributed and anticipated to be contributed Auc., 1999. |
|---|--|
| | ORCHARD HOLDINGS, INC., a Florida corporation By: Jamshid Keynejad, President |

-

•

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida:

- 1. The name of the limited liability company is Orchard Restaurants, L.C.
- 2. The name and address of the registered agent is Jamshid Keynejad, 333 West Camino Gardens Boulevard, Boca Raton, Florida 33432.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

, 1.

| Dated this 16 th day of | ATRIC | , 1999. | |
|--|--|------------------------|--|
| | | JAMSHID KEYNEJAD | |
| STATE OF FLORIDA | , | | |
| |)) SS: | | |
| COUNTY OF Palm Beach |) | | |
| The foregoing instrument was acknowledged before me this <u>lo</u> day of <u>April</u> , 1999, by JAMSHID KEYNEJAD, to me well known to be the individual described in the foregoing instrument, or who produced <u>Resonally Known</u> as identification, and who executed same for | | | |
| the purposes therein expressed. | | Notary Public | |
| MY COMMISSION | a Albright 1 # CC684366 EXPIRES per 18, 2001 OYFAIN INSURANCE, INC. | My Commission Expires: | |

.. .