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LANE & ASSOCIATES, P.A.

International Law & Consulting

FLORIDA • GERMANY • SWITZERLAND

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Reply To:

00789-00608-01127-00671
WA9-9287

Orlando

April 12, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Dr. Phillips House Restaurant, LLC

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Organization and Designation of Registered Agent for **Dr. Phillips House Restaurant, LLC**.

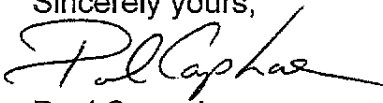
Also enclosed is a check in the amount of \$337.50 to cover the filing fee for a Florida Limited Liability Company, a certified copy of the Articles of Organization, and the filing of Designation of the Registered Agent.

Please send the certified copy of the Articles of Organization and the Designation of the Registered Agent to:

LANE & ASSOCIATES, P.A.
5301 CONROY ROAD, SUITE 140
ORLANDO, FLORIDA, 32811
(407) 316-0343 TEL.
(407) 316-0372 FAX

Your attention to this matter is most appreciated.

Sincerely yours,


Paul Camp Lane
Attorney at Law

PCL/als
Enclosure

Affiliated Offices in:
FRANKFURT a.M. • MÜNCHEN • LUZERN • VADUZ

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 PM 3:41

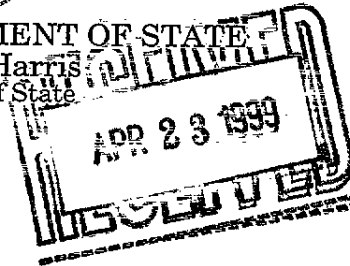


FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 1999

PAUL CAMP LANE
LANE & ASSOCIATES, P.A.
5301 CONROY RD., SUITE 140
ORLANDO, FL 32811



SUBJECT: DR. PHILLIPS HOUSE RESTAURANT, LLC
Ref. Number: W99000009287

✓ We have received your document for DR. PHILLIPS HOUSE RESTAURANT, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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: 299A00020334

99 MAY -5 PM 3:41

**ARTICLES OF ORGANIZATION
OF
DR. PHILLIPS HOUSE RESTAURANT, LLC**

The undersigned, as Organizers, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the Limited Liability Company shall be DR. PHILLIPS HOUSE RESTAURANT, LLC hereinafter referred to as the "Company."

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

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 -- BUSINESS PURPOSE

The primary business purpose of the company is to create, organize, manage, and operate a restaurant in the city of Orlando, Florida to be known as the Dr. Phillips House Restaurant.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Paul Camp Lane, Attorney at Law, 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

ARTICLE VI -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VIII -- 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 interest in the Company as set forth in the regulations of the Company, which shall provide for the consent of the other members. 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 interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX -- 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 X -- MANAGEMENT

The Company shall be managed by a President/Manager 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 name and address of the initial President/Manager of the Company is Mr. Sam Meiner, 211 North Lucerne Circle East, Orlando, FL 32801. The names and address of the members of the Company are:

NAME

ADDRESS


VIMOWA Enterprises, Inc.
a Florida Corporation,
as represented by Walter Deppe
Director

5301 Conroy Road, Suite 140
Orlando, Florida 32811

Sam Weiner and Eleanor Weiner,
Husband and Wife,
as represented by Sam Weiner

211 North Lucerne Circle East
Orlando, FL 32801

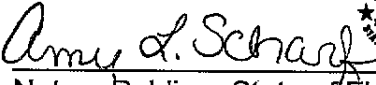
IN WITNESS WHEREOF, the undersigned organizers have made and
subscribed these Articles of Organization at Orlando, Orange County, Florida, on
this 12th day of April, 1999.


X 
VIMOWA Enterprises, Inc.
Walter Deppe
Director

X 
Sam Weiner
Organizer

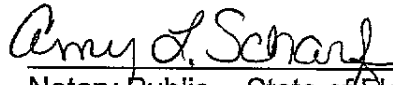
STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 12 day of April, 1999,
by Sam Weiner, who identified himself to me by producing a valid form of
identification.


Notary Public -- State of Florida
(SEAL)

 Amy L. Scharf
My Commission CC807142
Expires February 7, 2003

Sworn to (or affirmed) and subscribed before me this 12th day of April, 1999, by
VIMOWA Enterprises, Inc., as represented by Walter Deppe, Director, who
identified himself to me by producing a valid form of identification.


Notary Public -- State of Florida
(SEAL)


 Amy L. Scharf
My Commission CC807142
Expires February 7, 2003

Exhibit A

Member Contributions for the Florida Limited Liability Company known as
Dr. Phillips House Restaurant, LLC

<u>Member's Name</u>	<u>Percentage Ownership</u>	<u>Capital Contribution</u>
VIMOWA Enterprises, Inc. A Florida Corporation	50%	\$1,000.00
Sam Meiner and Eleanor Meiner Husband and Wife, as Tenants by the Entireties	50%	\$1,000.00

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/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 FLORIDA.

- 1.) The name of the limited liability company is Dr. Phillips House Restaurant, LLC.
- 2.) The name and the Florida street address of the registered agent are:

Paul Camp Lane, Attorney
5301 Conroy Road, Suite 140
Orlando, FL 32811

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 appoint 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.

X 

Paul Camp Lane, Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned member of Dr. Phillips House Restaurant LLC certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$2,000.00.
3. if any, the agreed value of property other than cash
contributed by members is \$0
and
4. the total amount of cash or property anticipated to be
contributed by members is \$151,000.00.

(This total includes amounts from 2 and 3 above.)

Sam Charles Meiner, Member

(In accordance with section 608.408 (3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

X
Sam Charles Meiner

