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AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 285.00

ORDER DATE : July 9, 1999

ORDER TIME : 9:53 AM

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CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.
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Suite 404
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: GORDON'S WATERFRONT GRILL,
L.L.C.

****FILE 2ND****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
99 JUL -9 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL 7-9-99

ARTICLES OF ORGANIZATION
OF
GORDON'S WATERFRONT GRILL, L.L.C.

Article 1. Name

The name of the Limited Liability Company is
Gordon's Waterfront Grill, L.L.C.

Article 2. Duration

The duration of the Limited Liability Company is perpetual.

Article 3. Principal Office and Mailing Address

The principal place of business of the Limited Liability Company is at 3050 North Horseshoe Drive, Suite 150, Naples, Florida 34104. The mailing address of the Limited Liability Company is 3050 North Horseshoe Drive, Suite 150, Naples, Florida 34104.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is at 3050 North Horseshoe Drive, Suite 150, Naples, Florida 34104. The name of the initial registered agent at that address is Anthony W. Ridgway.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon the vote of at least a majority in interest of the members preceding the admission of the new member.

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Article 6. Right to Continue 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 remaining members may elect to continue the business upon the vote of at least seventy-one percent (71%) in interest of the remaining members.

Article 7. Statement of Management

The Limited Liability Company is to be managed by a manager or managers who shall continue to serve until their successors are elected and shall qualify in accordance with the regulations of the Limited Liability Company. Unless and until these Articles of Organization are amended, the name and address of the sole manager of the Limited Liability Company shall be:

Ridgcutt, Inc. 3050 North Horseshoe Drive, Suite 150
Naples, Florida 34104

Anthony W. Ridgway, as President of Ridgcutt, Inc., a Florida corporation which is a member and sole manager of the Limited Liability Company, is authorized to execute these Articles of Organization and file them with the Florida Department of State.

Article 8. Commencement of Existence

The Limited Liability Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State.

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Article 9. Regulations

These Articles of Organization and the Florida Limited Liability Company Act shall be deemed to be the regulations of the Limited Liability Company unless and until the members have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in regulations.

Article 10. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

In Witness Whereof, the undersigned has executed these Articles of Organization on this 8th day of July, 1999.

RIDGCUTT, INC.

By: *Anthony W. Ridgway*
Anthony W. Ridgway, President

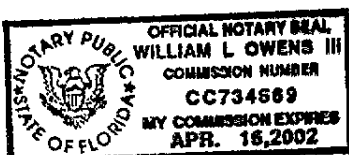
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STATE OF FLORIDA)
)
COUNTY OF COLLIER) ss.:

On the 8th day of July, 1999, before me personally came ANTHONY W. RIDGWAY, to me known, who, being by me duly sworn, did depose and say that he resides in Naples, Florida, that he is the President of Ridgcutt, Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the board of directors of said corporation.

William L. Owens III
Notary Public

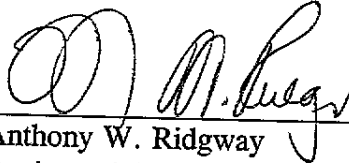
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Gordon's Waterfront Grill, L.L.C. which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position.

Dated this 8th day of July, 1999.



Anthony W. Ridgway
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

ANTHONY W. RIDGWAY, being duly sworn, deposes and says that:

1. I am the President of Ridgcutt, Inc., a Florida corporation which is a member of Gordon's Waterfront Grill, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to section 608.407, Florida Statutes, to allow the filing of the foregoing Articles of Organization.

2. I declare that the above named limited liability company has at least one member.

3. The initial amount of cash to be contributed to the limited liability company by the members is \$1,000.00.

4. The total amount of cash and property anticipated to be contributed to the limited liability company by the members is \$750,000.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.

5. There is no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

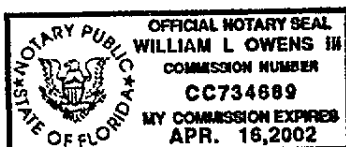
IN WITNESS WHEREOF, I have signed this affidavit.

RIDGUTT, INC.

By: [Signature]
Anthony W. Ridgway, President

Sworn to before me this
8th day of July, 1999

[Signature]
Notary Public



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