

LAW OFFICES OF

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Ernest A. Seemann
Darrin R. Schutt
(also admitted in Georgia)
Christine F. Wright

June 22, 1999

Secretary of State
Division of Corporations
Records Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: **INTERNATIONAL G. M. OF ORLANDO, L.L.C.**
Initial Filing

Dear Sir or Madam:

Please find enclosed our client's check for \$293.70 for the filing of the Articles of Organization for International G. M. of Orlando, L.L.C, a Florida limited liability company.

Enclosed is a return envelope and we ask that you return a stamped copy of the Articles to us.

If you have any questions, please do not hesitate to call.

Sincerely,

Darrin R. Schutt, Esq.

Enclosures

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**ARTICLES OF ORGANIZATION OF
INTERNATIONAL G. M. OF ORLANDO, L.L.C.**

ARTICLE I

NAME

The name of this Limited Liability Company shall be INTERNATIONAL G. M. OF ORLANDO, L.L.C.

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of thirty (30) years commencing on day of the filing of these Articles in the offices of the Secretary of State.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of managing and operating a restaurant, and in such other business as may be agreed by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business ^{initial address} of this Limited Liability Company shall be 1179 Foxforrest Circle, Apopka, Florida 32712, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway, Cape Coral, Florida 33904.

ARTICLE V

CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of ONE THOUSAND DOLLARS (\$1,000.00), which will be contributed by members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
Petra Goldmann	1179 Foxforrest Circle Apopka, Florida 32712	\$ 510.00
Peter Goldmann	1179 Foxforrest Circle Apopka, Florida 32712	\$ 490.00

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI MANAGEMENT OF BUSINESS

This Limited Liability Company is to be managed by the members whose names and addresses are enumerated in Article V above.

Except as otherwise provided in these Articles of Organization), all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by (insert figure, such as "majority vote" or "two-thirds vote"), each member having (insert members' voting rights, such as "one vote" or "a vote proportionate to his interest in the company").

ARTICLE VII REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

ARTICLE VIII PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member by majority in interest of all members at any in the time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X
TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of members' interests shall be governed by the provisions of F.S. 608.432.

ARTICLE XI
PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

ARTICLE XII
ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a unanimous vote of the members.

ARTICLE XIII (A)
WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

ARTICLE XIII(B)
EXPULSION OF MEMBER(S)

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as

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TALLAHASSEE, FLORIDA

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(6) Any unlawful act causing damage to the Limited Liability.

c)

DISSOLUTION, WINDING UP, LIQUIDATION

1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.

- 4) Unanimous written consent of the members.

c) **Payment if Limited Liability Company is Continued.** If the remaining members do not continue the company business under subparagraph (b) of this article, they shall pay to the withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability

withdraws from the company, that member shall be entitled to his initial contribution and to his subsequent capital contributions.

e) Winding Up and Liquidation. On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

ARTICLE XV NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 24 day of June, 1999.

WITNESSES

Rand A VanWarne
Name:

Petra Goldmann
PETRA GOLDMANN

Rand A VanWarne
Name:

Peter Goldmann
PETER GOLDMANN

SECRETAR
TALLAHASSEE

FILED
JUN 24 1999
5:00

STATE OF FLORIDA)
COUNTY OF ORANGE)

AFFIDAVIT

BEFORE ME, the undersigned authority, appeared to day, PETRA GOLDMANN, who produced Florida Driver's License No. G435-660-62564-9 as identification, and who, after being duly sworn, deposes and says:

1. My name is Petra Goldmann and my address is 1179 Foxforrest Circle, Apopka, Florida 32712.

2. I make this affidavit in compliance with § 608.407(2), Florida Statutes, as a member of the proposed Limited Liability Company: INTERNATIONAL G. M. OF ORLANDO, L.L.C. - and declare:

- a) The Limited Liability Company INTERNATIONAL G. M. OF ORLANDO, L.L.C. will have two members, namely, PETRA GOLDMANN and PETER GOLDMANN;
- b) The actual amount of cash contribution is \$1,000.00 (One Thousand Dollars);
- c) The agreed value of any property other than cash contributed is approximately \$ N/A.
- d) The amount of cash and property anticipated to be contributed is approximately \$150,000.00.

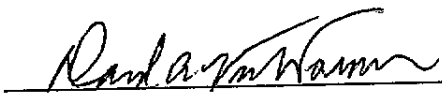
3. I sign this affidavit as the member of the company who owns a majority interest in that company.

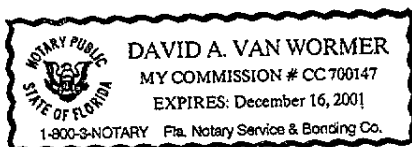
FURTHER AFFIANT SAYETH NAUGHT.


PETRA GOLDMANN, Member

SWORN TO AND SUBSCRIBED before me this 24 day of June, 1999.

My Commission Expires:


Notary Public, State of Florida
Commission Number: #CC 700147

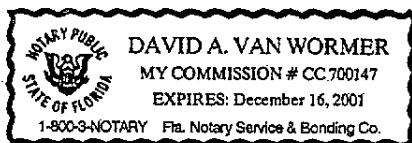


STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this 24th day of June, 1999, before me, an officer duly qualified to take acknowledgments, personally appeared PETRA GOLDMANN who has produced Florida Driver's License No. G 435-660-62-564-0 as identification and PETER GOLDMANN, who has produced Florida Driver's License No. G 435-675-57-414-0 as identification, and who executed the foregoing instrument, acknowledged before me that they executed the same, and who did not take an oath.

My Commission Expires:

David A. Van Wormer



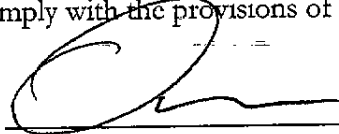
Notary Public, State of Florida

Commission Number: CC 700147

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99 JUL -1 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.

A handwritten signature in black ink, appearing to read 'D. Schutt', is written over a horizontal line.

Darrin R. Schutt, Esq.