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BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

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PANAMA CITY, FLORIDA 32402-0860

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LYNN C. HIGBY
(1938-1992)

ROWLETT W. BRYANT
CLIFFORD C. HIGBY
Cecilia Redding Boyd

October 27, 2000

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: TyTy Enterprises, L.L.C.

Gentlemen:


Please find enclosed Amended and Restated Articles of Organization of TyTy Enterprises, Inc., to change the name of the Limited Liability Company and restate other provisions for better organization of the paperwork.

Also enclosed is our firm check in the sum of \$55.00 which represents the fee for amendment of \$25.00 and \$30.00 for a certified copy of the amended Articles.

I would appreciate your processing this Amendment and favoring me with a certified copy at your earliest convenience.

Should you have any questions, please feel free to call me collect at the number above.

Very truly yours,


Rowlett W. Bryant

RWB/mlw
encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BAD DOG CAFE, L.L.C.,
A Limited Liability Company

L99-4152

THE UNDERSIGNED hereby certifies that this certificate of amendment and restatement is being filed to amend and restate the Articles of Organization of TyTy Enterprises, L.L.C., a Florida limited liability company, which were filed with the Office of the Secretary of State of the State of Florida on July 12, 1999, and assigned Document No. L99000004152.

ARTICLE I - NAME

The name of the Limited Liability Company is BAD DOG CAFE, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company, respectively, are Post Office Box 860, Panama City, Florida 32402, and 833 Harrison Avenue, Panama City, Florida 32401.

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name of the Limited Liability Company's Registered Agent and his Florida street address are: Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida 32401.

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 as provided for in Chapter 608, F.S.

Rowlett W. Bryant
Rowlett W. Bryant

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TALLAHASSEE, FLORIDA

ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be managed by the members. The name and address of the Managing Member is:

Rowlett W. Bryant

833 Harrison Avenue
Panama City, Fl 32401

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members may be admitted to this Limited Liability Company without an approving vote of two-thirds of all members of the company.

ARTICLE VI - LIMITATION OF AUTHORITY

Except in those instances where there is a single member, no member of the Limited Liability Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member.

ARTICLE VII - REGULATIONS

Any regulations relative to this Limited Liability Company must be in writing and signed by all of the members.

ARTICLE VIII - EVENTS OF DISSOLUTION

The Company shall be dissolved upon the happening of any of the following:

(1) Upon written agreement of two-thirds of the membership.

(2) Upon the death, retirement, resignation, expulsion or bankruptcy of a member or any other event which terminates the continued membership of a member in the company, unless the remaining members, within ninety (90) days after the event or occurrence, unanimously elect to continue the business of the company pursuant to the terms of the Regulations.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Organization and acknowledged them to be his act, this 27th day of October, 2000.

Rowlett W. Bryant

Rowlett W. Bryant
Member

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

Rowlett W. Bryant

Rowlett W. Bryant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING was acknowledged before me this 27th day of October, 2000, by Rowlett W. Bryant, who is personally known to me.

Mary Lou Wilson

NOTARY PUBLIC

State of Florida at Large



Mary Lou Wilson
MY COMMISSION # CC738469 EXPIRES
May 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.