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Cover Letter to Florida Department of state Division of Corporations

Company: Focus Restaurant Group

Authorized member: Kris Wessel (President)

Address: 1344 Euclid Ave. #3  
Miami Beach, Fl. 33134

Phone: (305) 534-0502

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 13, 1999

KRIS WESSEL  
1344 EUCLID AVE., #3  
MIAMI BEACH, FL 33134

SUBJECT: FOCUS RESTAURANT GROUP  
Ref. Number: W99000016081

We have received your document for FOCUS RESTAURANT GROUP and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 199A00036063

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# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I – Name:

The Name of the Limited Liability Company is  
**Focus Restaurant Group L.L.C.**

## ARTICLE II – Address:

The mailing address:

1344 Euclid Ave. #3  
Miami Beach, FL 33139

The street address:

1344 Euclid Ave. #3  
Miami Beach, FL 33139

## ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual unless otherwise terminated by all members of the L.L.C. .

## ARTICLE IV – Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are: Kristen Wessel 1344 Euclid Ave. #3, Miami Beach, FL 33139

Christopher Pinto 116 Kenbridge Lane, Madison, MS 39110

## ARTICLE V- Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows:

No member may be admitted unless all existing members vote unanimously to accept the new member.

## ARTICLE VI- Members Right to Continue Business:

The remaining members of the limited liability company have the right 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 liability company. The remaining members are required to file with the State of Florida any changes to the LLC membership within a reasonable time after any changes to the membership.

## ARTICLE VII- Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of Focus Restaurant Group certifies:

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- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 10,000
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 10,000

Kristen D. Wessel (President)  
Signature of a 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.)

Kristen Wessel

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## Stockholders Agreement

On July 4, 1999, Kristen Wessel and Christopher Pinto combined interests to form Focus Restaurant Group LLC (Focus). Focus is formed with the intent of operating quality driven concepts in the food industry. Focus is headquartered in Miami Beach, Florida at 1344 Euclid Ave.

1000 shares are authorized and outstanding with the ownership as follows:

Kristen Wessel	550 shares
Christopher Pinto	450 shares

### Roles and Titles of Officers

Kristen Wessel – President and Chief Operating Officer; Secretary /Treasurer

Mr. Wessel will own and operate all stores. Mr. Wessel has the authority to represent the company in any and all contractual obligations, sign checks less than ten thousand dollars, without the additional signature of Mr. Pinto. Mr. Wessel will receive an operating salary to be determined upon the opening of an operating restaurant.

Christopher Pinto – CEO; Chairman

Mr. Pinto's role will be in the expansion and financing of the company.

### Initial Investment

Each partner will contribute \$5,000 in cash to cover initial organizational costs and other operating expenses. Upon locating original restaurant site, the owners will conclude on proper financing.

### Life of Focus

Focus is organized under the State of Florida as a perpetual LLC with dissolution contingent upon unanimous agreement between the owner members.

Any owner may sell his interest to a third party only after offering the interest to the other members at the same price. All members must approve the sale of any or all of a member's interest.

Upon the death of any member, the surviving spouse or estate is required to sell all of the deceased members equity at a price no higher than one times revenue for the previous year times the deceased partners percentage of ownership plus any portion of retained earnings belonging to the deceased partner.

### Dividends

Dividends will be paid quarterly. A minimum of 40% of earnings will be distributed quarterly. In addition, the Board may approve up to an additional 50% of earnings to be distributed.

### Board of Directors

The Board will meet quarterly within 30 days after quarters ending September 30, December 31, March 31 and June 30.

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**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  
THE STATE OF FLORIDA.

1. The name of the limited liability company is: Focus Restaurant  
GROUP LLC

2. The name and the Florida street address of the registered agent are:

Judith P. Robinger  
NAME  
1344 EUCLID AVE # 3  
Florida street address (P. O. Box NOT ACCEPTABLE)  
Miami Beach FL 33139  
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*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.*

Judith P. Robinger  
SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**