

L99000004798



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 322236 3487A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 285.00

ORDER DATE : July 28, 1999

ORDER TIME : 3:15 PM

ORDER NO. : 322236-005

000002944520--2

CUSTOMER NO: 3487A

CUSTOMER: Tami D. Toms, Legal Secretary
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: SARASOTA BEACH CAFE, L.L.C.

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: James Guy

EXAMINER'S INITIALS: _____

99 JUL 28 AM 10:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

W99-17545

BK 7/28/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 29, 1999

CSC

SUBJECT: SARASOTA BEACH CAFE, L.L.C.
Ref. Number: W99000017545

RESUBMIT

Please give original
submission date as file date.

FILED
STATE
CORPORATIONS
DIVISION
99 JUL 28 AM 10:16

We have received your document for SARASOTA BEACH CAFE, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The total in #4 of the affidavit is incorrect.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 199A00038598

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JUL 30 1999

29:6 PM 9-99V G5

RECEIVED

**ARTICLES OF ORGANIZATION
SARASOTA BEACH CAFÉ, L.L.C.**

The undersigned, desiring to form a limited liability company ("Company") pursuant to the Florida Limited Liability Company Act, hereby makes and declares these Articles of Organization.

Article I - Name

The name of the Company is Sarasota Beach Café, L.L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and the duration shall be perpetual.

Article III - Purpose

The Company is organized for the purpose of acquiring, developing, owning, operating, leasing and selling real property, and any other lawful purpose.

Article IV - Mailing Address and Principal Office

The mailing and street address of the Company's principal office is 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is J. Geoffrey Pflugner, 2033 Main Street, Suite 101/jgp, Sarasota, Florida 34237.

Article VI - Membership

Members of the Company have the right to admit new members. Additional members may be admitted only on a unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
99 JUL 28 AM 10:19

FILED
CLERK OF DISTRICT COURT
99 JUL 28 AM 10:19
DISTRICT OF COLUMBIA

Article VII - Continuance of Company

The remaining members of the 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 Company. The business may be continued only on the unanimous written consent of the remaining members.

Article VIII - Management

The management of the Company shall be reserved to its Manager: John B. Cravens, 431 Beach Road, Sarasota, Florida 34242, who shall manage the Company.

Article IX - Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article VIII.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 26th day of July, 1999.

By: _____

J. Geoffrey Pflugner

FILED
CLERK OF CIRCUIT COURT
99 JUL 28 AM 10:19
OFFICE OF CORPORATIONS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of Sarasota Beach Café, L.L.C. deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is three hundred thousand and No/100 Dollars (\$300,000.00).
- (3) If any, the agreed value of property other than cash contributed by members is \$ -0-.
- (4) The total amount of cash or property anticipated to be contributed by members is 300,000 : This total includes amounts from (2) and (3) above.

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


Sarasota Beach Café, L.L.C.

By: 

J. Geoffrey Pflugner as Authorized Representative

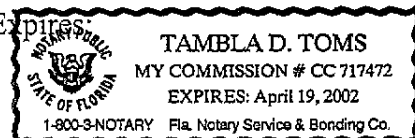
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th day of July, 1999 by J. Geoffrey Pflugner as Authorized Representative of Sarasota Beach Café, L.L.C., who is personally known to me or who has produced _____ as identification and who did not take an oath.



Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
SARASOTA BEACH CAFÉ, L.L.C.
REGISTERED AGENT/REGISTERED OFFICE**

FILED
STATE
DIVISION OF CORPORATIONS
99 JUL 28 AM 10:19

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the hereinabove limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is Sarasota Beach Café, L.L.C.
2. The name and address of the registered agent and office is: J. GEOFFREY PFLUGNER, 2033 Main Street, Suite 101/jgp, Sarasota, Florida 34237.

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.



J. GEOFFREY PFLUGNER

Date: 7.26.99