

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From: Karen L. DiDea (Direct Dial No. 407/418-6462)

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

ATTORNEY NO. 424
CLIENT NO. 105010
MATTER NO. 65686

PLEASE COMPLETE FILING OF THE ARTICLES OF ORGANIZATION
FOR THIS COMPANY WITH AN EFFECTIVE DATE OF TODAY, AUGUST
5, 1999, AND RETURN A CERTIFIED COPY TO ME AS SOON AS
POSSIBLE. THANKS! Karen

LIMITED LIABILITY COMPANY

PFCCB FLORIDA, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION

OF

PFCCB FLORIDA, LLC

ARTICLE I - NAME

The name of this limited liability company is PFCCB Florida, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which this Company is formed is to invest in restaurants and in any other lawful business.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 401 N.E. 8th Avenue, Del Ray Beach, FL 33438.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this Company at that address is Matthew R. O'Kane.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG - 5 PM 3:41

This document was prepared by:
Matthew R. O'Kane, ESQUIRE
Florida Bar Number: 894516
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members. A proposed additional Member of the Company shall be admitted as a Member upon the affirmative vote of all of the Members of the Company.

ARTICLE VII - CONTINUATION

The remaining Members of the Company have the right to continue the business in the event of 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.

ARTICLE VIII - MANAGEMENT


Management of the Company is reserved to the Members. The name and address of the initial Member are as follows:

Gregory Huff
410 N.E. 8th Avenue
Del Ray Beach, FL 33483

ARTICLE IX - REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company shall be conducted in accordance with the Regulations and Operating Agreement of the Company adopted by the Member(s), as the same may, from time to time, be amended in accordance with the terms thereof.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization this 1 day of August, 1999.



Gregory Huff

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is PFCCB Florida, LLC.
2. The name and Florida street address of the registered agent and office are:

Matthew R. O'Kane
215 North Eola Drive
Orlando, Florida 32801

PFCCB FLORIDA, LLC

By: _____


Gregory Huff

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.


Matthew R. O'Kane

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of PFCCB Florida, LLC, deposes and says:

1. PFCCB Florida, LLC, a Florida limited liability company (the "Company") has at least one (1) Member.
2. The total amount of cash contributed by the Member of the Company is \$0.00.
3. The Member has agreed to contribute his joint venture interest in PFCCB Florida Joint Venture.
4. The total amount of cash and property anticipated to be contributed by the Member of the Company is \$50,000.00.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$50,000.

By: _____


Gregory Huff

(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).

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