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BIRMINGHAM, ALABAMA 35203-3878

W. CLARK GOODWIN

August 7, 1999

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FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-08/09/99-01101-001
***346.25 ***346.25

Re: Articles of Organization for Casa Italiana, L.L.C.

Sir/Madam:

Enclosed for filing with the Division please find Articles of Organization for Casa Italiana, L.L.C. Also enclosed is our firm's check in the amount of \$346.25, to cover the following filing fees:

1. \$250.00 filing fee
2. \$35.00 designation of registered agent
3. \$52.50 certified copy
4. \$8.75 certificate of status

We understand that representatives of the law firm of McGuire, Woods, Battle & Boothe in Jacksonville have confirmed with representatives of your office that the foregoing Articles of Organization may be filed, provided that a consent to the use of the name is furnished by Casa Italiana, Inc., a Florida corporation. Accordingly, we enclose herewith a letter of consent from the Vice President of such corporation, with the signature notarized.

Thank you very much for your assistance with this filing. If you have any questions please call me toll-free at 800-251-1127. After filing please return the enclosed copy of the Articles of organization in the enclosed return Federal Express package.

Very truly yours,

W. Clark Goodwin

W. Clark Goodwin

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AUG 11 1999
TALLAHASSEE, FL
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**ARTICLES OF ORGANIZATION
OF
CASA ITALIANA, L.L.C.
A LIMITED LIABILITY COMPANY**

* * *

**ARTICLE I
NAME**

The name of this limited liability company is Casa Italiana, L.L.C., referred to in these Articles of Organization as the Company.

**ARTICLE II
DURATION**

Unless dissolved earlier, the Company's duration shall be perpetual.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office of the Company is 436 Atlantic Blvd., Neptune Beach, Florida 32266.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is 436 Atlantic Blvd., Neptune Beach, Florida 32266, and its initial registered agent at such address is J. D. Dixon.

**ARTICLE V
PURPOSE AND POWERS**

The Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI
MANAGEMENT

The Company shall be managed by members whose names and addresses are as follows:

T. Morris Hackney

2 Office Park Circle
Suite One
Birmingham, AL 35223

William Bass

436 Atlantic Blvd.
Neptune Beach, FL 32266

The Members shall have the right and power to employ or appoint one or more Managers (the "Managers") under the terms and conditions set forth, and with the power and authority provided, in the Operating Agreement of the Members, which shall also constitute the Regulations of the Company within the meaning of Section 608.423 of the Florida Statutes. The initial Managers of the Company, to serve until their successors are designated, are Robert W. Jennings, Jr. and Hewes T. Hull, whose addresses are No. 2 Office Park Circle, Suite One, Birmingham, Alabama 35223; and William Bass, whose address is 436 Atlantic Blvd. Neptune Beach, FL 32266.

ARTICLE VII
ADMISSION OF NEW MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be by a 51% majority vote of the existing members of the Company.

ARTICLE VIII
CONTINUATION OF BUSINESS

The right of the remaining Members of the Company to continue its business upon 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 shall be by a 51% majority vote of the remaining and existing members of the Company.

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BIRMINGHAM, ALA.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization, in his capacity as a duly authorized representative of the Members thereof, as of the 6th day of August, 1999.



Hewes T. Hull

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SECRETARY OF STATE
MONTGOMERY, ALABAMA

99 AUG -9 AM 9:20

**AFFIDAVIT OF MEMBER AND CAPITAL CONTRIBUTIONS
FOR CASA ITALIANA, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, an authorized representative of the members of Casa Italiana, L.L.C., a Florida limited liability company (the "Company"), executes this affidavit filed pursuant to Section 608.407(2), Florida Statutes.

The Company has at least two members.

The initial capital contributions of the members are as follows:

| <u>Member</u> | <u>Cash Contribution</u> |
|-------------------|--------------------------|
| T. Morris Hackney | \$600,000 |
| William Bass | \$400,000 |

No further amounts are presently expected to be contributed by the members to the Company.

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.

DATED: August 6, 1999.



Hewes T. Hull

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Before me, the undersigned notary public, personally appeared Hewes T. Hull, who after having been duly sworn, deposes and states that he has read and understands the foregoing Affidavit and that he has voluntarily executed the same as a duly authorized representative of the members of Casa Italiana, L.L.C.

Given my hand and seal this the 6th day of August, 1999.



Notary Public

[SEAL]

My Commission Expires: 5/2/01

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT FOR THE
SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, the following is submitted:

Casa Italiana, L.L.C., desiring to organize or qualify under the laws of the State of Florida, hereby designates J. D. Dixon as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 436 Atlantic Blvd. Neptune Beach, Florida 32266.

DATED this 6th day of August, 1999.

CASA ITALIANA, L.L.C.

By



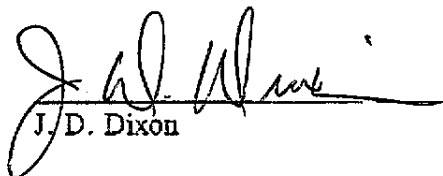
Hewes T. Hull
Authorized Representative

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 5 day of August, 1999.



J. D. Dixon