

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L99000005196
Z-Teca of Florida, LLC

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-08/19/99-01032-024

****346.25 ****346.25

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

☒ Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
99 AUG 20 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 19 AM 11:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: L9

Name

8/19/99

Date

8:59

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

CAPITAL CONNECTION

SUBJECT: Z-TECA OF FLORIDA, L.L.C.
Ref. Number: W99000019270

We have received your document for Z-TECA OF FLORIDA, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The document must include the period of duration, which may be perpetual.

→ See second paragraph -

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: 099A00041845

Corrected

FILED
99 AUG 20 PM 1:25
RECEIVED
99 AUG 20 AM 10:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
Z-TECA OF FLORIDA, L.L.C.**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, do hereby certify as follows:

FIRST: The name of said limited liability company shall be Z-TECA OF FLORIDA, L.L.C..

SECOND: Z-TECA OF FLORIDA, L.L.C. shall exist in perpetuity.

THIRD: Copies of the Operating Agreement and Bylaws of Z-TECA OF FLORIDA, L.L.C. may be obtained from the Manager at 9200 S. Dadeland Blvd., Suite 705, Miami, Florida which is the place in the State of Florida where the principal office of the company is located. The mailing address is 9200 S. Dadeland Blvd., Suite 705, Miami, Florida 33156.

FOURTH: The purposes for which Z-TECA OF FLORIDA, L.L.C. is formed are:

A. Engaging in any and all phases of the business of owning, operating, managing and franchising restaurants specializing in fast service and Mexican cuisine;

B. To engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.

FIFTH: The maximum number of ownership units which Z-TECA OF FLORIDA, L.L.C. is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: That, Z-TECA OF FLORIDA, L.L.C, desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the Subscribing Member to these Articles of Organization of Z-TECA OF FLORIDA, L.L.C. is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles P. Sacher	2655 LeJeune Road, Suite 1101 Coral Gables

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CLERK OF STATE
TALLAHASSEE, FLORIDA

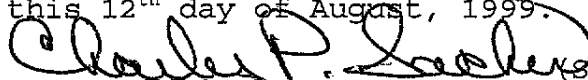
EIGHTH: The business of this limited liability company shall be conducted by a Manager who shall be elected by the Members, who shall be elected in accordance with the By-Laws.

The name and street address of the initial Manager, who shall hold office for the first year of its existence or until his successor is elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Louis J. Risi, Jr.	9200 S. Dadeland Blvd., Suite 705 Miami, Florida 33156

In accordance with the provisions of §608.409, the effective date of existence is specified to be August 13th, 1999, so long as these Articles or Organization are filed with the Secretary of State within five (5) business days of this date.

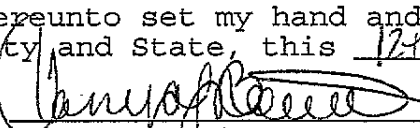
WITNESS my hand and seal this 12th day of August, 1999.


Charles P. Sacher (SEAL)

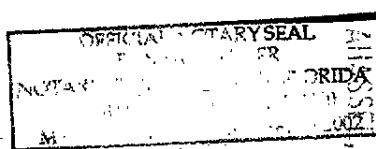
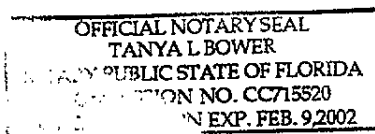
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 12th day of August, 1999.


Notary Public, State of Florida
at Large

My commission expires:



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STATE OF FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for Z-TECA OF
FLORIDA, L.L.C., at place designated in SECTION SIXTH of the
attached Articles of Organization, I hereby acknowledge that I am
familiar with and accept the obligations of that position.


Registered Agent (SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Z-TECA OF FLORIDA, 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 member(s) is One Thousand (\$1,000.00) Dollars.
3. If any, the agreed value of property other than cash contributed by member(s) is none. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by member(s) is -0-.
5. The total amount of 2, 3, and 4 is One Thousand (\$1,000.00) Dollars.

Signed on August 12, 1999.


Charles P. Sacher, Registered Agent
Z-TECA of Florida, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO UTILIZE NAME OF CORPORATION

BY INCORPORATORS AND SUBSCRIBERS

The undersigned, Charles P. Sacher, the Incorporator and Subscriber to the Articles of Incorporation of Z-TECA OF FLORIDA, INC. hereby authorizes and consents to the use of the name Z-TECA OF FLORIDA, L.L.C. effective August 13, 1999.

The undersigned further certify that Z-TECA OF FLORIDA, INC. has not conducted any business activity since its incorporation on April 27, 1999.

Dated: August 12, 1999.


CHARLES P. SACHER

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TALLAHASSEE, FLORIDA