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From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
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99 AUG 25 PM 2:18

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STATE OF FLORIDA
TALLAHASSEE, FL 32304

LIMITED LIABILITY COMPANY

South

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 18, 1999

BLUMBERG/EXCELSIOR CORPORATE SERVICES

SUBJECT: SOUTH WEST OF PALM BEACH LLC
REF: W99000019196

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company 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. Reference to the operating agreement/regulations is not sufficient.

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Michelle Hodges
Document Specialist

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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ARTICLE I - NAME:

The name of the Limited Liability Company is:
SouthWest of Palm Beach, LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: **c/o Merchants Restaurant Group, 80 Eighth Avenue, Suite 307, New York, NY 10011**

ARTICLES III - DURATION:

The period of duration for the Limited Liability Company shall be: **12/31/49**

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are: **R & I PB Associates, LLC, 80 Eighth Avenue, Suite 307, New York, NY 10011, Richard Cohn, 80 Eighth Avenue, Suite 307, New York, NY 10011, Ibrahim Merchant, 80 Eighth Avenue, Suite 307, New York, NY 10011**

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: **Additional Members can be admitted on consent of a majority of the interests of the membership.**

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company 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 shall be: **The Limited Liability Company will continue after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.**

**Blumberg Excelsior Corporate Services, Inc.
62 White Street
New York, NY 10013
(212) 431-5000**

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT OF THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, 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: _____

SouthWest of Palm Beach, LLC

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: _____

Blumberg Excelsior Corporate Services, Inc.

(NAME)

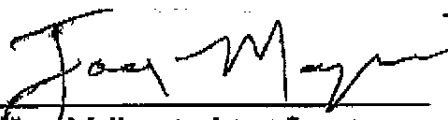
4435 Old Winter Garden Road

(P.O. BOX or MAIL DROP BOX NOT ACCEPTABLE)

Orlando, FL 32802

(CITY/STATE/ZIP)

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF
PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINT-
MENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES
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.**


Jose Mojica, Assistant Secretary

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

August 18, 1999

(DATE)

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ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of:
SouthWest of Palm Beach, LLC

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 \$ 100.00.
- 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 \$ 100.00.
This total includes amounts from 2 and 3 above.


SIGNATURE OF A MEMBER OR AUTHORIZED REPRESENTATIVE OF A MEMBER.
(IN ACCORDANCE WITH SECTION 605.408(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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