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CAPITAL CONNECTION, INC.

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

J.R.O.T.G. #1, LLC

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

✓ L.C. File *Cert*

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

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ARTICLES OF ORGANIZATION
OF

J.R.O.T.G.#1, LLC

ARTICLE I
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

J.R.O.T.G.#1, LLC

ARTICLE II
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2029, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The limited liability company is hereby organized for the purposes of opening and operating, under license, a "J. Ryan's on the Grill" restaurant to be located at the intersection of Interstate Highway 75 and University Parkway in Manatee County, Florida and which will have a street address of 6260 Lake Osprey Drive, Sarasota, Florida 34240 on property owned or to be owned by Exit 40 Properties, Ltd., inclusive of the sale of spirituous beverages from the State of Florida, but it shall also be authorized to engage in any other activity of business permitted under the laws of the State of Florida.

ARTICLE IV
INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND
REGISTERED OFFICE ADDRESS

The initial mailing and principle address for the limited liability company shall be:

1834 Main Street
Sarasota FL 34236

and the name and address of the initial registered agent for the limited liability company shall be:

James R. Chandler, III
1834 Main Street
Sarasota FL 34236

ARTICLE V
CONTRIBUTIONS

The total cash initially contributed to the limited liability company shall be Seven Thousand Five Hundred Dollars (\$7,500.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

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ARTICLE VI
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizers of this limited liability company are:

James R. Chandler, III
3851 Tangier Terrace
Sarasota, Florida 34239

Marc Forlenza
108 Sunrise Boulevard
Nokomis, Florida 34275

Nick Bonfrere
7535 Calle Facil
Sarasota, Florida 34238

Rafael A. Gonzalez
3185 Novus Court
Sarasota, Florida 34237

ARTICLE VII
INITIAL MEMBERS OF LIMITED LIABILITY COMPANY

The initial members of this limited liability company are:

James R. Chandler, III
3851 Tangier Terrace
Sarasota, Florida 34239

Marc Forlenza
108 Sunrise Boulevard
Nokomis, Florida 34275

Nick Bonfrere
7535 Calle Facil
Sarasota, Florida 34238

Rafael A. Gonzalez
3185 Novus Court
Sarasota, Florida 34237

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX MANAGEMENT

This limited liability company shall initially be managed by four managers, although the number of managers of the company may be altered from time to time, in accordance with the regulations of the company. The initial managers shall be:

James R. Chandler, III
3851 Tangier Terrace
Sarasota, Florida 34239

Marc Forlenza
108 Sunrise Boulevard
Nokomis, Florida 34275

Nick Bonfrere
7535 Calle Facil
Sarasota, Florida 34238

Rafael A. Gonzalez
3185 Novus Court
Sarasota, Florida 34237

ARTICLE X REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI
INDEMNIFICATION

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 23rd day of September, 1999.

J.R.O.T.G.#1, LLC

By: _____

James R. Chandler, III

By: _____

Marc Forlenza

By: _____

Nick Bonfrère

By: _____

Rafael A. Gonzalez

STATE OF FLORIDA)
COUNTY OF SARASOTA)

SWORN TO and SUBSCRIBED before me this 23 day of September, 1999, by JAMES R. CHANDLER, III, MARC FORLENZA, NICHOLAS BONFRERE and RAFAEL GONZALEZ, who are personally known to me and who did take an oath.

Paulette Strules
Notary Public, State of Florida


My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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 23rd day of September, 1999.



James R. Chandler, III

AFFIDAVIT SUBMITTED IN COMPLIANCE WITH 608.407(2), FLORIDA STATUTES

STATE OF FLORIDA)
COUNTY OF SARASOTA

BEFORE ME the undersigned authority personally appeared JAMES R. CHANDLER, III, who has a legal address of 3851 Tangier Terrace, Sarasota, Florida 34239, known to me to be the person who subscribed his name below, who after having been first duly sworn by me on oath deposes and says:

1. I am one of the four (4) initial organizers and members of J.R.O.T.G #1, LLC., a Florida limited liability company.

2. The limited liability company has four (4) initial members, as are set forth in the Articles of Organization, those being the undersigned, Marc Forlenza, Nick Bonfrere and Rafael Gonzalez.

3. The total cash initially contributed to the limited liability company shall be Seven Thousand Five Hundred Dollars (\$7,500.00); it is anticipated that another Three Hundred Sixty Thousand Dollars (\$360,000.00) of capital shall be contributed in the future by new members.

4. This affidavit is submitted to the Florida Department of State for the filing of the Articles of Organization of such entity.

FURTHER AFFIANT SAYETH NAUGHT.


JAMES R. CHANDLER, III

SWORN TO and SUBSCRIBED to before me, JAMES R. CHANDLER, III who is personally known and/or produced _____ as identification, this 13 day of September, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

