

L990000006227



ACCOUNT NO. : 072100000032

REFERENCE : 392985 9616A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 30, 1999

ORDER TIME : 11:19 AM

ORDER NO. : 392985-010

CUSTOMER NO: 9616A

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-09/30/99--01062--004
*****337.50 *****337.50

CUSTOMER: Ms. Carmen Zollman
ANNIS, MITCHELL, COCKEY,
ANNIS, MITCHELL, COCKEY,
One University Park, Suite 600
12800 University Drive
Ft. Myers, FL 33907

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 30 AM 10:00

DOMESTIC FILING

NAME: BOGERT'S CHOP HOUSE, L.L.C.

EFFECTIVE DATE:

FILE SECOND

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED
99 SEP 30 PM 12:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BOGERT'S CHOP HOUSE, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 30 AM 10:00

1. Name. The name of this limited liability company is Bogert's Chop House, L.L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office is 5990 Winkler Road, Fort Myers, Florida 33919.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Michael Filzenger. The street address of the initial registered agent of the Company is 5990 Winkler Road, Fort Myers, Florida 33919.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is One Thousand dollars (\$1,000). No additional contributions have been agreed upon.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

Nicolaas Bogert
5990 Winkler Road
Fort Myers, Florida 33919

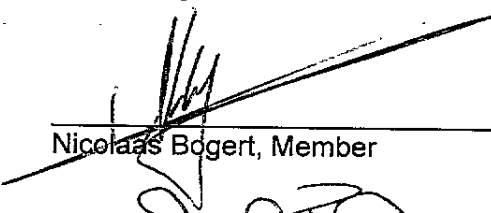
Michael Filzenger
5990 Winkler Road
Fort Myers, Florida 33919

10. Regulations. The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

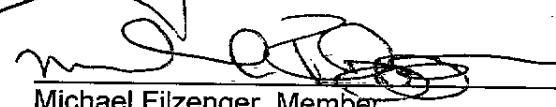
11. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 30th day of July, 1999.



Nicolaas Bogert, Member



Michael Filzenger, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael Filzenger, Registered Agent


Dated: July 30, 1999

**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

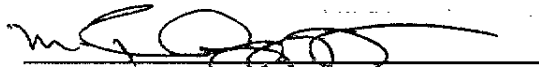
Nicolaas Bogert and Michael Filzenger, as initial members of Bogert's Chop House, L.L.C., a Florida limited liability company (hereinafter referred to as the "Company") makes the following affidavit:

1. The Company has at least one (1) member.
2. The members of the Company have contributed a total of One Thousand dollars (\$1,000) of cash to the Company.
3. No additions of cash or other property have been agreed upon.

Executed this 30th day of July, 1999.



Nicolaas Bogert



Michael Filzenger