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LIMITED LIABILITY COMPANY

Pass-A-Grille Enterprises, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 9, 1999

DAVID ALLEN WEBSTER

SUBJECT: PASS-A-GRILLE ENTERPRISES, LLC
REF: W99000025869

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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.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

E99000028484 6

**ARTICLES OF ORGANIZATION
OF
Pass-A-Grille Enterprises, L.L.C.**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be Pass-A-Grille Enterprises, L.L.C.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 2107 Gulf Way, St. Pete Beach, FL 33706.

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of this Company shall be 413 Virginia Drive, Orlando, Florida 32803, and its initial registered agent at such office shall be DAVID ALLEN WEBSTER, P.A.

**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.407(1)(c), Florida Statutes, additional members may be admitted as provided in the operating agreement, as amended from time to time.

Prepared by David A. Webster, Esq.
DAVID ALLEN WEBSTER, P.A.
413 Virginia Drive
Orlando, FL 32803
(407) 895-1666
Florida Bar Number 291528

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**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue the Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of the member in this Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the operating agreement. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers. The members, at a meeting of the members held not less than annually, shall designate the managers and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

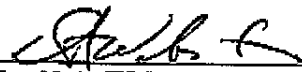
Marleeta K. Jones-Burns
Timothy F. Burns
Janice Grishman

President/Secretary/Treasurer
Vice President/Assistant Secretary
Assistant Secretary

The address of the managers shall be as follows:

C/o David A. Webster
413 Virginia Drive
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.


David A. Webster, as the authorized
representative of a member of the Company

Dated: 9 Nov, 1999

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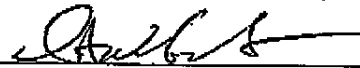
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

Pass-A-Grille Enterprises, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates DAVID ALLEN WEBSTER, P.A., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 413 Virginia Drive, Orlando, Florida 32803.

DATED this 7th day of NOV., 1999.


David A. Webster, as the authorized
representative of a member of the company

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 9th day of NOV., 1999.

DAVID ALLEN WEBSTER, P.A., a Florida
corporation

By: 
David A. Webster, President

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