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**RUDEN  
MCGLOSKY  
SMITH  
SCHUSTER &  
RUSSELL, P.A.  
ATTORNEYS AT LAW**

222 LAKEVIEW AVENUE  
SUITE 800  
WEST PALM BEACH, FLORIDA 33401-6112

(561) 838-4539  
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KAJ@RUDEN.COM

November 18, 1999

**VIA OVERNIGHT MAIL**

800003049928--1  
-11/19/99-01073-022  
\*\*\*337.50 \*\*\*155.00

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

w99-26892

RE: **ARTICLES OF ORGANIZATION**  
**PALM BEACH RESTAURANT GROUP, L.C.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above referenced corporation, together with this firm's check in the amount of \$337.50, representing payment for the following expenses:

Filing Fee	\$250.00
Registered Agent Fee	\$ 35.00
Certified Copy	\$ <u>52.50</u>

Please return the certified copy to this office at your earliest convenience.

If you should have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,

KEITH A. JAMES

KAJ:jmd

cc: Mr. Ronald L. Owens

WPB:106616:1

FILED  
DEC - 2 PM 8:22  
mtw  
12/2  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 23, 1999

RUDEN, MCCLOSKEY, SMITH, SCHUSTER  
222 LAKEVIEW AVENUE  
STE 800  
WEST PALM BEACH, FL 33401-6112

SUBJECT: PALM BEACH RESTAURANT GROUP, L.C.  
Ref. Number: W99000026892

We have received your document for PALM BEACH RESTAURANT GROUP, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 599A00055951

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
PALM BEACH RESTAURANT GROUP, L.C.**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

Palm Beach Restaurant Group, L.C.

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 31, 2024.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Keith A. James, Esq.

FIFTH: The mailing address and principal office of the Limited Liability Company is 19501 N.E. 10th Avenue, Bay C, N. Miami Beach, Florida 33179.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are James Midei, having an address at 19501 N.E. 10th Avenue, Bay C, N. Miami Beach, Florida 33179

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$1,000.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

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TALLAHASSEE, FLORIDA

TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon 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.

TWELFTH: The names and addresses of the Members and Organizers of the Limited Liability Company are: James Midei, having an address at 19501 N.E. 10th Avenue, Bay C, N. Miami Beach, Florida 33179 ("Managing Member"), Lloyd E. Speck and Ronald Owens.

THIRTEENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on November 17, 1999.

In the presence of:

Ronald L. Owens  
Ronald L. Owens

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TALLAHASSEE, FLORIDA

Lloyd E. Speck  
print:

James Midei  
print:

In the presence of:

Lloyd E. Speck  
Lloyd E. Speck

RONALD OWENS  
print:

James Midei  
print:

James Midei  
James Midei

RONALD OWENS

print:

Clay Speck

print:

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TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA, COUNTY OF DADE, ss.

The foregoing instrument was acknowledged before me on the 17 day of November, 1999, by Ronald Owens.

Yvette Betancourt  
print:

Notary Public  
My commission expires on

Personally Known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced:



*Yvette Betancourt*

STATE OF FLORIDA, COUNTY OF DADE, ss.

The foregoing instrument was acknowledged before me on the 17 day of November, 1999, by Lloyd E. Speck.

Yvette Betancourt  
print:

Notary Public  
My commission expires on

Personally Known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced:



*Yvette Betancourt*

FILED  
DEC - 2 PM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF DADE, ss.

The foregoing instrument was acknowledged before me on the 17 day of November, 1999, by James Midei.

Yvette Betancourt  
print:

Notary Public  
My commission expires on

Personally Known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced:

 YVETTE BETANCOURT  
COMMISSION # CC 685674  
EXPIRES OCT 5, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*Yvette Betancourt*

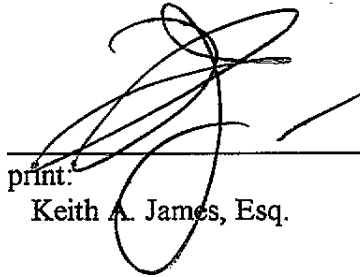
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

I, having been named as Registered Agent for Palm Beach Restaurant Group, L.C. hereby voluntarily consent to serve as Registered Agent for Palm Beach Restaurant Group.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: November 8, 1999

  
print:  
Keith A. James, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA