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† BOARD CERTIFIED IN TAXATION
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† BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

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December 8, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Del Sol Grille, L.C.*

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Organization and accompanying Affidavit for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$155.00 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Barbie GAVE
AUTHORIZATION BY PHONE TO
add authorized rep. by Gary Frese's name
DATE 12-17-99
DOC. EXAM. JB

Sincerely,

[Signature]
Gary B. Frese

GBF/lkw
Enclosures as stated

APPROVED
AND
FILED
99 DEC 14 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
12-17-99

ARTICLES OF ORGANIZATION

OF

DEL SOL GRILLE, L.C.

The undersigned being a natural person competent to contract, hereby adopt these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I

The name of this limited liability company shall be **DEL SOL GRILLE, L.C.**

ARTICLE II

This limited liability company shall commence upon the execution of these Articles and shall exist for thirty (30) years from the date of filing of these Articles with the Department of State of Florida.

ARTICLE III

The purpose of this limited liability company is to engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE IV

The initial Members of this limited liability company shall contribute approximately One Hundred and 00/100 Dollars (\$100.00) cash.

ARTICLE V

The Members may admit additional Members upon the unanimous written approval of all Members. Upon the occurrence of any event which results in the loss of a Member of this limited

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liability company, the remaining Member or Members shall, unless otherwise elected, continue the existence of this limited liability company.

ARTICLE VI

This limited liability company shall be managed by the following Managers:

Raoul Mosquera
4465 Grand Meadows Blvd.
Melbourne, Florida 32934

Scott Oakey
4465 Grand Meadows Blvd.
Melbourne, Florida 32934

Such Managers shall serve until the first annual meeting of Members or until their successors are elected and qualified.

ARTICLE VII

The initial street and mailing address of the principal place of business of this limited liability company is 4465 Grand Meadows Blvd., Melbourne, Florida 32934. The initial address in Florida of the initial registered office of this Company is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Company at that address is Gary B. Frese.

ARTICLE VIII

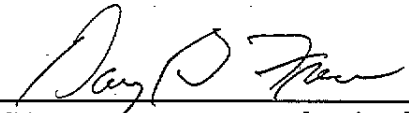
The Members of this limited liability company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of this limited liability company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

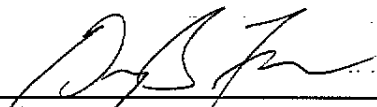
The Manager shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

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IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization, this 8th day of December, 1999.


GARY B. FRESE, authorized representative
of a member

I hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.


GARY B. FRESE
Registered Agent

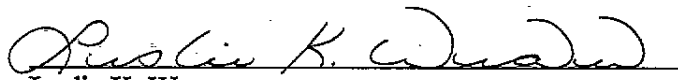
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, GARY B. FRESE, to me known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed and subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State aforesaid this 8th day of December, 1999.



Leslie K. Weaver
MY COMMISSION # GC550544 EXPIRES
August 9, 2000
BONDED THRU TROY FAIN INSURANCE, INC.


Leslie K. Weaver
Notary Public

My Commission Expires:
08-09-00

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