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April 5, 2001

M010000000773

Brenda Tadlock
Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Via Federal Express

100003963131-1

-04/06/01--01087--001

****160.00 ****160.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Re: Port Charlotte Steak Company, L.L.C.
Casselberry Steak Company, L.L.C.

Dear Brenda:

Enclosed please find the following documents for filing in your office in connection with the above-referenced foreign limited liability companies:

Port Charlotte Steak Company, L.L.C.

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence;
4. Power of Attorney; and
5. Filing fee check in the amount of \$160.00.

Name	Casselberry Steak Company, L.L.C.
Availability	1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
Document	2. Certificate of Designation of Registered Agent/Registered Office;
Examiner	3. Original Certificate of Existence;
Updater	4. Power of Attorney; and
Verifier	5. Filing fee check in the amount of \$160.00.
Acknowledgement	
N. P. Verifier	

FOR UC
Wet
4/6/01

FF \$165.00
certs 35.00

Brenda Tadlock

April 5, 2001

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It is my understanding that you will file the above documents upon your receipt of them. If you have any questions concerning the above, please contact me at 402-474-6900, Ext. 6191.

Very truly yours,

A handwritten signature in cursive script that reads "Patti A. Dittmann". The signature is written in dark ink and is positioned above the printed name and title.

Patti A. Dittmann

Corporate Paralegal

Enclosures

A small, handwritten checkmark or "v" symbol located in the bottom right corner of the page.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

- ✓ 1. Port Charlotte Steak Company, L.L.C.
(Name of foreign limited liability company)
- ✓ 2. Nebraska 3. 91-2113918
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 2, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. April 6, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 124 West 25th Street, Suite C1
Kearney, NE 68447
(Street address of principal office)

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8. If limited liability company is a manager-managed company, check here ☒

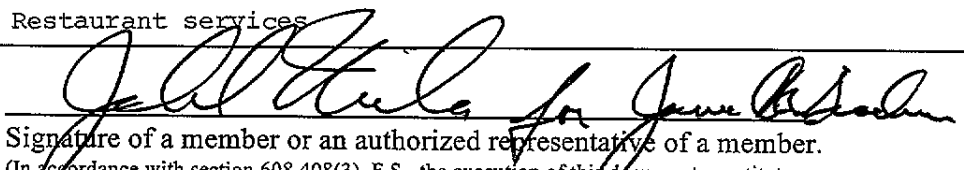
9. The name and usual business addresses of the managing members or managers are as follows:

Wild Fire, Inc., 124 West 25th Street, Suite C1, Kearney, NE 68447

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Restaurant services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John C. Miles

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Port Charlotte Steak Company, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

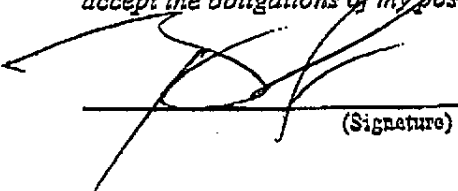
1201 Rays Street, Tallahassee, FL 32301

Florida street address (P.O. Box **NOT** ACCEPTABLE)

FL

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 as provided for in Chapter 608, F.S..


(Signature)

BRIAN COURTNEY, ASST. V.P.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of the Articles of Organization
of

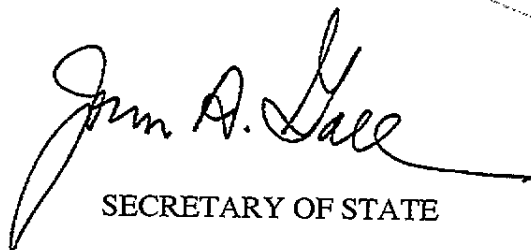
PORT CHARLOTTE STEAK COMPANY, L.L.C.

with its registered office located in LINCOLN, Nebraska, as filed in
this office on April 2, 2001.

I further certify that said limited liability company is in existence as of
this date.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on April 2, in the year
of our Lord, two thousand one.


SECRETARY OF STATE



DURABLE POWER OF ATTORNEY

I, James K. Gardner, a resident of Kearney, Nebraska, do hereby designate and appoint John C. Miles of Lincoln, Nebraska, my attorney in fact to undertake and execute all of the acts and deeds necessary and related to the following transactions:

1. The purchase of assets related to the operation of Whiskey Creek Restaurants in Port Charlotte and Casselbury, Florida from Merchants Capital Corporation;
2. The redemption of stock in Wild West, Inc. held by all shareholders of that corporation other than the undersigned;

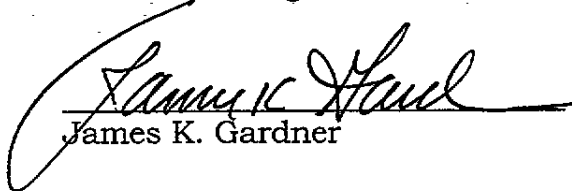
My attorney in fact shall have the power and authority to act on my behalf with respect to these transactions in the execution of any and all purchase agreements, promissory notes, guarantys, employment agreements, agency agreements and any other documents which my attorney in fact determines to be necessary or appropriate to accomplish the above-referenced transactions.

The authority granted herein shall include the ability to act for me in my personal capacity and in my capacity as a shareholder, officer and director of Wild West, Inc.

PURPOSE

I intend that the power and authority of my attorney be liberally construed in order to fulfill the purpose of the appointment which is to create a simple and flexible mechanism to finalize the transactions referred to herein.

IN WITNESS WHEREOF, I have signed and acknowledge this instrument this 5th day of April, 2001.


James K. Gardner

STATE OF NEBRASKA

)
) ss.

COUNTY OF LANCASTER

)

The foregoing instrument was acknowledged before me this 5th day of April, 2001 by James K. Gardner.


Notary Public

