

CT CORPORATION SYSTEM

MO20000002562

CORPORATION(S) NAME

Spooners, LLC

FILED  
02 SEP 27 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-09/27/02--01039--028  
\*\*\*\*130.00 \*\*\*\*130.00

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|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |                                                 |                                             |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|                                              | <input type="checkbox"/> Reinstatement          |                                             |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> LLC      | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|                                              | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input checked="" type="checkbox"/> CUS     |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |                                                 |                                             |

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

9/26/02

AAM

Order#: 5614051

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED  
02 SEP 27 AM 11:15  
TALLAHASSEE, FLORIDA

**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. Spooners, LLC  
(Name of foreign limited liability company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 14-1845663  
(FEI number, if applicable)

4. September 10, 2002  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing of Foreign Authorization  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2451 McMullen Booth Road  
Clearwater, Florida 33759  
(Street address of principal office)

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:

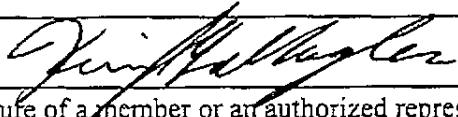
Kevin J. Gallagher, 2451 McMullen Booth Road, Clearwater, Florida 33759

Ryan C. Gallagher, 2451 McMullen Booth Road, Clearwater, Florida 33759

Terry J. Gallagher, 2451 McMullen Booth Road, Clearwater, Florida 33759

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: To own and operate a  
sportsbar/restaurant

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

Kevin J. Gallagher, a Manager  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Spooners, LLC

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

CT Corporation System  
(Name)

1200 South Pine Island Road  
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324  
(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.*

**Christine M. Eastwine**  
**Assistant Secretary**

  
(Signature)

\$ 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

## The First State

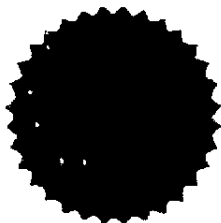
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPOONERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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02 SEP 27 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2005609

DATE: 09-26-02