

FIELDSTONE LESTER SHEAR & DENBERG, LLP  
ATTORNEYS & COUNSELLORS AT LAW

RONALD FIELDSTONE, P.A.  
PAUL A. LESTER, P.A.  
DAVID SHEAR, P.A.  
MICHAEL B. DENBERG, P.A.

KENNETH R. DREYFUSS  
ANA V. DE VILLIERS

SUNTRUST PLAZA  
SUITE 601  
201 ALHAMBRA CIRCLE  
CORAL GABLES, FLORIDA 33134  
TELEPHONE 305.357.1001  
FACSIMILE 305.357.1002  
E-MAIL: fls@fldslaw.com

OF COUNSEL:

ROBERT E. DADY, P.A.  
LEE J. OSIASON, P.A.

M02000002570

September 18, 2002

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

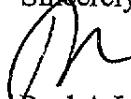
Re: 150 Ocean Drive Partners LLC

Dear Sirs:

Enclosed you will find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Also enclosed are checks totaling \$155.00, representing your fees and a certified copy.

If you have any questions, please feel free to contact our office.

Sincerely,

  
Paul A. Lester

PAL/cs

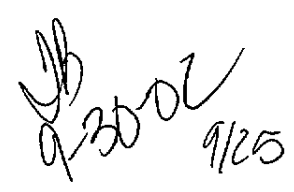
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APPROVED  
AND  
FILED  
02 SEP 25 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
W02-27412

  
9/25/02 9/25



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 20, 2002

PAUL A. LESTER  
FIELDSTONE LESTER SHEAR & DENBERG, LLP  
201 ALHAMBRA CIR., STE. 601  
CORAL GABLES, FL 33134

SUBJECT: 150 OCEAN DRIVE PARTNERS LLC  
Ref. Number: W02000027412

We have received your document for 150 OCEAN DRIVE PARTNERS LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 802A00053681

SECRETARY OF STATE  
JIM SMITH  
TALLAHASSEE, FLORIDA

02 SEP 25 AM 9:19

APPROVE  
AND  
FILED

**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. 150 Ocean Drive Partners - LC  
(Name of foreign limited liability company)
2. Mississippi 3. 73-1648006  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 27, 2002 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- Upon qualification
6. \_\_\_\_\_  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11400 Reichold Road  
Gulfport, Mississippi 39503  
(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:

Mr. Farley Dakan, Manager

11400 Reichold Road

Gulfport, Mississippi 39503

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: Any lawful purposes,  
including owning and operating restaurant and night club businesses.

Will H. Dakan  
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.)

Farley Dakan, MANAGER

Typed or printed name of signee

02 SEP 25 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

## 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:

150 Ocean Drive Partners, LLC

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

Paul A. Lester, Esquire

(Name)

Suntrust Plaza, Suite 601, 201 Alhambra Circle,

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

Coral Gables,

FL 33134

(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)

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

02 SEP 25 AM 9:19  
APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State  
Jackson, Mississippi

## CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

150 OCEAN DRIVE PARTNERS LLC

Formed June 27, 2002

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

1310 25TH AVE  
PO BOX 130  
GULFPORT MS 39501

and that the registered agent at that address is:

BEN H STONE

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.

Given under my hand  
and seal of office  
September 10, 2002



*Eric Clark*

ERIC CLARK,  
Secretary of State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 SEP 25 AM 9:19

FILED

APPROVED