

<b>United States Bankruptcy Court</b> <b>Northern District of Georgia</b>		Name of Debtor (if individual, enter Last, First, Middle): <b>OFF CAMPUS BAR &amp; GRILL, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		20-4389357		Street Address of Debtor (No. and Street, City, and State): <b>202 BRUMBLOW ROAD</b> <b>CARROLLTON, GA</b>	
Street Address of Joint Debtor (No. and Street, City, and State):		ZIP CODE <b>30117</b>		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		ZIP CODE		County of Residence or of the Principal Place of Business:	
Mailing Address of Joint Debtor (if different from street address):		ZIP CODE		Location of Principal Assets of Business Debtor (if different from street address above):	
ZIP CODE		ZIP CODE		ZIP CODE	
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)		Nature of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)	
<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Recognition of a Foreign Main Proceeding <input type="checkbox"/> Recognition of a Foreign Chapter 15 Petition for Nonmain Proceeding		<input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Restaurant <input type="checkbox"/> Other	
Chapter 15 Petition for Recognition of a Foreign Chapter 15 Proceeding Chapter 11 Main Proceeding Chapter 12 Recognition of a Foreign Chapter 13 Chapter 7 Chapter 9 Chapter 11 Chapter 12 Chapter 13 Chapter 15 Petition for Recognition of a Foreign Chapter 15 Proceeding Chapter 11 Main Proceeding Chapter 12 Recognition of a Foreign Chapter 13 Chapter 7 Chapter 9 Chapter 11 Chapter 12 Chapter 13 Chapter 15 Petition for Recognition of a Foreign Chapter 15 Proceeding		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.		<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).	
Nature of Debts (Check one box.)		Filing Fee (Check one box.)		Chapter 11 Debtors (Check one box.)	
<input type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		<input checked="" type="checkbox"/> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).	
Estimated Number of Creditors 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,000-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 <input type="checkbox"/>		Estimated Assets \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,001 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$5 million <input type="checkbox"/> \$5 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500,000 <input type="checkbox"/> \$500,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <input type="checkbox"/>		Estimated Liabilities \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,001 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$5 million <input type="checkbox"/> \$5 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500,000 <input type="checkbox"/> \$500,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <input type="checkbox"/>	
THIS SPACE IS FOR COURT USE ONLY		Statistical/Administrative Information			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		OFF CAMPUS BAR & GRILL, LLC Name of Debtor(s)	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		Location Where Filed:	Case Number:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		Name of Debtor:	Case Number:
MIAMI ENTERTAINMENT, INC		District: Northern District of Georgia	Relationship:
Exhibit A		Judge: Massey	Date Filed: 10-3-08
(To be completed if debtor is required to file periodic reports (e.g., Forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).		Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.		<input type="checkbox"/> No.	
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.	
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following) Name of landlord that obtained judgment: _____ (Address of landlord) _____			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l))			

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<p>Voluntary Petition (This page must be completed and filed in every case.)</p>	
<p><b>Signatures</b></p>	
<p><b>Signature of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.]</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>Signature of Debtor _____</p> <p>Signature of Joint Debtor _____</p> <p>Telephone Number (if not represented by attorney) _____</p> <p>Date _____</p>	<p><b>Signature of Attorney*</b></p> <p>s/Rodney L. Eason</p> <p>Signature of Attorney for Debtor(s) Rodney L. Eason</p> <p>Printed Name of Attorney for Debtor(s) The Eason Law Firm</p> <p>Firm Name 150 Old National Highway College Park, Georgia 30349</p> <p>Address 770-909-7200 Telephone Number 12/16/2008 Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>
<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h), setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____</p> <p>Address _____</p> <p>Date _____</p>	<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>s/Richard Nasser</p> <p>Signature of Authorized Individual Richard Nasser</p> <p>Printed Name of Authorized Individual Managing Member</p> <p>Title of Authorized Individual 12/16/2008 Date</p>
<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>Signature of Foreign Representative _____</p> <p>(Printed Name of Foreign Representative) _____</p> <p>Date _____</p>	<p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156</p>

**SPECIAL MEETING OF  
THE MEMBERS OF  
OFF CAMPUS BAR & GRILL, LLC**

A special meeting of all the members of the Company was convened on

December 16, 2008, and all requirements for advance notice of the meeting having been

waived, the following resolution was adopted by a unanimous vote.

RESOLVED that the Company shall seek protection from its creditors by filing a

petition for bankruptcy in the appropriate court.

RESOLVED FURTHER that the Manager of the Company is authorized to retain

counsel to prepare the necessary documents, to execute such documents and to take all

steps necessary to accomplish the goal set forth in this resolution.

Adopted on the date first written above.

s/Richard Nasser  
Richard Nasser  
Managing Member