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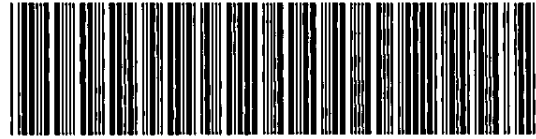
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 306784 7518993

AUTHORIZATION :

COST LIMIT : \$ 55.00

[Handwritten Signature]

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ORDER DATE : November 6, 2007

ORDER TIME : 4:31 PM

ORDER NO. : 306784-005

CUSTOMER NO: 7518993

DOMESTIC AMENDMENT FILING

**FILE SECOND

NAME: RAVING FANS RESTAURANT GROUP
II, LLC

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: _____

**FIRST AMENDMENT
TO THE
ARTICLES OF ORGANIZATION OF
RAVING FANS RESTAURANT GROUP II, LLC**

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FIRST: The Articles of Organization were filed on October 6, 2003, and assigned document number L03000038037.

SECOND: Article V is hereby renumbered Article VI and a new Article V is inserted as follows:

Article V-Managing Members


The names and addresses of the Co-Managing Members are as follows:

KENNETH W. FRANKLIN, JR.
5841 Audubon Manor Blvd.
Lithia, Florida 33547-5006

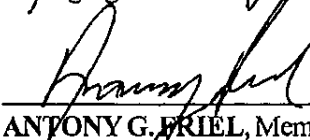
ANTONY G. FRIEL
6020 Winthrop Town Centre Ave
Riverview, Florida 33569

THIRD: The foregoing First Amendment to the Articles of Organization has been adopted by all of the Members of the Limited Liability Company and will become effective upon filing the First Amendment to the Articles of Organization with the Florida Department of State..

Dated: October 30, 2007



KENNETH W. FRANKLIN, JR., Member/Co-
Managing Member



ANTONY G. FRIEL, Member/Co-Managing Member