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Suite 600 301 South Bronough St. (32301) Post Office Box 11189 Tallahassee, FL 32302-3189 Tel 850-222-7717

Via Hand Delivery

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FAX 850-577-3311 gray-robinson.com

July 8, 2004

Division of Corporations George Firestone Building 409 East Gaines Street Tallahassee, FL 32301

To Whom It May Concern:

Enclosed for filing, please find the ARTICLES OF ORGANIZATION, along with a check in the amount of \$155.00 for the applicable filing fees and fees to obtain a CERTIFIED COPY for the following entity:

EARL OF SANDWICH MANAGEMENT, LLC

Upon receipt, please "date stamp" the copy of this letter provided, and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

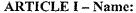
Debbie Frost

Office Administrator

/dyf Enclosures

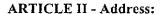
ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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The name of the Limited Liability Company is:

EARL OF SANDWICH MANAGEMENT, LLC



The mailing address and street address of the principal office of the Limited Liability Company is:

7598 W. SAND LAKE ROAD ORLANDO, FL 32819

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

MICHAEL E. NEUKAMM 301 E. PINE STREET, SUITE 1400 ORLANDO, FLORIDA 32801

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..

REGISTERED AGENT'S SIGNATURE

Article IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager–managed" limited liability company.

AUTHORIZED REPRESENTATIVE'S SIGNATURE

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MICHAEL E. NEUKAMM

Typed or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization \$25.00 Designation of Registered Agent \$30.00 Certified Copy (OPTIONAL) \$5.00 Certificate of Status (OPTIONAL)