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(City/State/Zip/Phone #)

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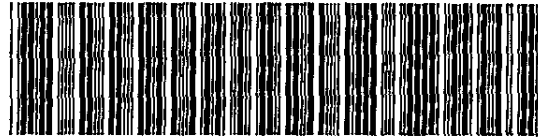
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8/05
MST

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Gulf Breeze Pizza, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah Rose Tracy
(Name of Person)

Law Offices of Deborah Rose Tracy, P.A.
(Firm/Company)

Post Office Box 101
(Address)

Valrico, FL 33595-0101
(City/State and Zip Code)

For further information concerning this matter, please call:

Deborah Tracy at (813) 684-6171
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| ☐ \$125.00 Filing Fee | ☒ \$130.00 Filing Fee &
Certificate of Status | ☐ \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | ☐ \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
GULF BREEZE PIZZA, LLC

We, the undersigned, who intend to form and create a Limited Liability Company, as defined in Section 608 of the Florida Statutes, do hereby state and certify the following:

Article I - Name of limited liability company.

The name of the Limited Liability Company shall be GULF BREEZE PIZZA, LLC.

Article II - Location of company office and mailing address

The street address of the principal office of the Company is 1326 E. Lumsden Road, Brandon, Fl 33511. The mailing address is 1326 E. Lumsden Road, Brandon, Fl 33511.

Article III - Registered Agent Name and Address

The name and the Florida street address of the registered agent are Talal Kazbour, 1326 E. Lumsden Road, Brandon, Fl 33511.

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, Florida Statutes.



Talal Kazbour - Registered Agent

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TALLAHASSEE, FLORIDA

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Article IV - Manager or Managing Member

The management of the Company will be vested in one or more managers, but no less than one, each of whom may be a Member of the Company, designated in accordance with the terms of the Company's operating agreement. The name and address of the initial manager is:

<u>MGR/MGRM</u>	<u>Name</u>	<u>Address</u>
Managing Member	Talal Kazbour	1326 E. Lumsden Road Brandon, Fl 33511

Article V – Purpose and duration of company.

The purpose for which the Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Section 608 of the Florida Statutes or any successor statute. The Company shall have the authority to do all things necessary or appropriate to accomplish and operate its business as described in this Article, including, but not limited to such powers set forth in Section 608.404 of the Florida Statutes, as amended from time to time. The Company shall have a perpetual existence.

Article VI - Restrictions on Member's Transferability

Except as otherwise permitted by this Article, a new Member may be admitted into the Company only if: (i) a majority in interest of all of the Members approve of such admission; and (ii) said new Member executes such instruments as a majority in interest of the Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted to be bound by all of the covenants, terms and conditions of the Operating Agreement then in effect. A Member may not seek to withdraw from the Company except in accordance with the provisions of the Operating Agreement. Members, without the prior written consent of a majority in interest of all Members, and in accordance with the Operating Agreement, may not transfer, assign, sell, give, pledge, hypothecate or otherwise encumber the Member's interest in the Company. Transfer of a Member's interest pursuant to death, incapacitation or bankruptcy shall be subject to the restrictions set forth in the Operating Agreement.

Article VII - Continuation upon Event Constituting Termination

Upon the death, retirement or resignation of a Member, provided that at least one Member remains, the Company shall continue operations unless a majority in interest of the remaining Members present and eligible to vote at a special meeting vote to terminate the business of the Company. In the event of a dissolution of the Company, the business affairs of the Company shall continue to be governed by the terms of the Operating Agreement during the winding up of the Company's business and affairs.

Article VIII - Amendments to the Articles

These Articles may be amended at any time by a vote of a majority in interest of the Members of the Company entitled to vote or in the manner provided for in the Operating Agreement in effect at the time of the amendment. Such amendment shall be promptly filed with the Secretary of the State of Florida in accordance with the statutory requirements for a Limited Liability Company.

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TALLAHASSEE, FLORIDA

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Acknowledgements

(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.)



Talal Kazbour
Initial Member and Manager

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