

11/29/2005 TUE 14:00

FAX 407 246 5494 DIAZ AND MOSS

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

The QSR Group Three, LLC

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**ARTICLES OF ORGANIZATION
OF
The QSR Group Three, LLC
A Florida Limited Liability Company**

The undersigned, being desirous of forming a limited liability company pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. Name of Limited Liability Company. The name of the limited liability company is **The QSR Group Three, LLC** a Florida limited liability company (the "Company").
2. Period of Duration. The period of duration for the Company shall be perpetual.
3. Principal Office. The mailing address and street address of the principal office of the Company shall be 1542 Kingsley Avenue, Suite 132, Orange Park, Florida 32073.
4. Agent for Service of Process; Address of Registered Agent. The initial registered agent of the Company for service of process shall be Aristides J. Diaz, 425 West Colonial Drive, Suite 101, Orlando, Florida 32804.
5. Right to Admit Additional Members. The Company shall have the right to admit additional members only with the consent of all members.
6. Member Management. The Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization on this 29th day of November, 2005, in his capacity as an authorized agent on behalf of the Company


Aristides J. Diaz
an Authorized Agent

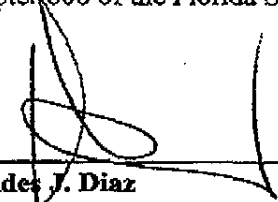
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ACCEPTANCE OF APPOINTMENT

The undersigned, Rodger D. Moss, Jr., hereby acknowledges and accepts its appointment as registered agent of **The QSR Group Three, LLC**, a Florida limited liability company (the "Company"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 608 of the Florida Statutes.

Dated this 29th day of November, 2005.



Aristides J. Diaz

ACKNOWLEDGMENT

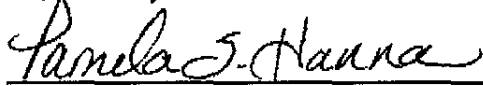
STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 29th day of November, 2005, by **Aristides J. Diaz**, as Registered Agent, who is personally known to me.

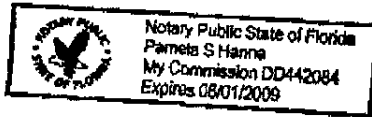
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