

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Villages Friday's, LLC

Certificate of Status	1
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JUL 6 2009

EXAMINER 7/2/2009

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**VILLAGES FRIDAY'S, LLC
ARTICLES OF ORGANIZATION**

Effective at 12:01 a.m. on the date of this filing, Villages Friday's, LLC, a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization pursuant to Sections 608.407 and 608.4081, Fla. Stat.

**ARTICLE 1
NAME**

The name of the limited liability company shall be Villages Friday's, LLC.

**ARTICLE 2
DURATION**

The period of duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company is dissolved pursuant to provisions of the Florida Limited Liability Company Act, the Articles of Organization of the Limited Liability Company, or the Operating Agreement of the Limited Liability Company.

**ARTICLE 3
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida as further described in the Operating Agreement of the Limited Liability Company.

**ARTICLE 4
STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company shall be: 4201 Marsh Lane, Carrollton, TX 75007.

**ARTICLE 5
MANAGEMENT**

The Company shall be managed by one manager. The names and addresses of the persons who shall serve as manager until the next meeting of members or until his successor is elected and qualified is as follows: TGI Friday's Inc., 4201 Marsh Lane, Carrollton, Texas 75007, Attention: General Counsel. The managers shall be elected as provided in the Operating Agreement.

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**ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit additional members pursuant to the Operating Agreement adopted by the Company.

**ARTICLE 7
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the Company to continue the business on the retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the Company, shall be carried out as provided for in the Operating Agreement adopted by the Company.

**ARTICLE 8
REGISTERED AGENT**

The name and street address of the current registered agent of the Company in the State of Florida is:

Brian D. Hudson, Esq.
1028 Lake Sumter Landing
The Villages, FL 32162

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415, Fla. Stat. is attached to these Articles of Organization.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has executed these Articles of Organization on this 2 day of July, 2009.

MEMBERS:

VILLAGES/ACORN INVESTMENTS, LTD.,
a Florida limited partnership

BY: VILLAGES/ACORN COMMERCIAL
PARTNERS, LLC, a Florida limited
liability company, its General Partner

By: ACORN INVESTMENTS, LLC,
a Florida limited liability company,
its Co-Member

By: Joe Nisbett
Joe Nisbett, Co-Manager

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TALLAHASSEE, FLORIDA

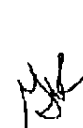
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By: 
William Kearns, Co-ManagerBy: THE VILLAGES OPERATING
COMPANY, a Florida corporation,
its Co-MemberBy: 
Name: Mark G. Morse
Title: President

TGI FRIDAY'S INC., a New York corporation

By: 
Name: ANITA J. PHILLIPS
Title: SYSPINANCE/CFO2009 JUL 02 AM 8:49
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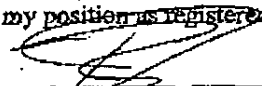
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICEPURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Villages Friday's, LLC
2. The name and the Florida street address of the registered agent and office are:

Brian D. Hudson, Esq.
1028 Lake Sumter Landing
The Villages, Florida 32162

ACCEPTANCE BY REGISTERED AGENT:

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, Fla. Stat.


Brian D. Hudson, Esq.
Registered Agent

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