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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES  
MAR 18 2010  
EXAMINER

**ROBERT M. DONLON, P.A.**

**Attorney-at-Law  
4400 PGA Boulevard  
Suite 900  
Palm Beach Gardens, Florida 33410  
(561) 625-3799-telephone  
(772) 460-1484-telefacsimile**

donlonlaw@comcast.net

March 16, 2010

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Wintzell's-Pensacola Operating Company, LLC

Dear Sir or Madam:

I have enclosed herewith an original and one (1) additional copy of the proposed Articles of Organization for Wintzell's-Pensacola Operating Company, LLC.

Additionally, I have enclosed my firm check payable to the Florida Department of State in the amount of \$155.00, representing your filing fees together with the fee for a certified copy.

Please note that in accordance with Florida Statute Section 608.409, we request that the effective date and time of this filing be: March 17, 2010, at 4:00 p.m.

Please return all correspondence and direct any further inquiries concerning this matter to:

Robert M. Donlon, Esq.  
Robert M. Donlon, P.A.  
4400 PGA Boulevard, Suite 900  
Palm Beach Gardens, FL 33410  
(561) 624-3799- telephone  
(772) 460-1484- facsimile  
donlonlaw@comcast.net -e-mail address

Thank you for your attention to this matter.

Very truly yours,

  
Robert M. Donlon

**ARTICLES OF ORGANIZATION**  
**of**  
**WINTZELL'S-PENSACOLA OPERATING COMPANY,**  
**LLC**

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**PREAMBLE**

I, the undersigned, authorized representative of the Member, Wintzell's-Pensacola Holding Company, LLC, do hereby file the following Articles, for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, and all other applicable laws of the State of Florida.

**ARTICLE I**

**Name:**

The name of this Company shall be:

**Wintzell's-Pensacola Operating Company, LLC**

**ARTICLE II**

**Principal Office:**

The principal office of this Company shall be:

400 East Chase Street  
Pensacola, Florida

**ARTICLE III**

**Mailing Address:**

The mailing address of this Company shall be:

Post Office Box 1985  
Mobile, Alabama 36633

#### ARTICLE IV

##### General Nature of Business:

The general nature of the business to be transacted by this Company is:

(1) Operating a restaurant business and all aspects of business related thereto  
and

(2) Engaging in any activity or business permitted under the laws of the  
United States and the State of Florida.

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#### ARTICLE V

##### Management:

The business of the Company shall be managed by a single Manager as  
hereinafter identified, and it shall not be managed by its Members.

#### ARTICLE VI

##### Designation of Registered Office and Agent:

That this Company, desiring to organize under the laws of the State of Florida,  
has designated its initial registered office as: 4400 PGA Boulevard, Suite 900, Palm  
Beach Gardens, FL 33410, and has named Robert M. Donlon as its initial Registered  
Agent who is located at such address.

#### ARTICLE VII

##### Manager:

The Company shall be managed by a single Manager. The name and address of  
the Manager is as follows:

##### Name and Title:

Wintzell's-Pensacola, Inc.  
Robert L. Donlon, President  
Manager

##### Address:

Post Office Box 1985  
Mobile, Alabama 36633

## ARTICLE VIII

### Authorized Representative:

The name and address of the authorized representative to submit these Articles of Organization on behalf of the Member, Wintzell's-Pensacola Holding Company, LLC, as follows:

#### Name:

Robert M. Donlon

#### Address:

4400 PGA Boulevard, Suite 900  
Palm Beach Gardens, FL 33410

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PALM BEACH COUNTY, FLORIDA

## ARTICLE XI

### Effective Date and Time:

The Articles of Organization shall be effective as of March 17, 2010, at 4:00 p.m. in accordance with Florida Statute Section 608.409, and irrespective of the actual date and time of filing as permitted under said Section.

Under penalties of perjury and in accordance with Section 608.408(3), Florida Statutes, I declare that I have read the foregoing Articles of Organization, and the facts alleged are true to the best of my knowledge and belief.

SIGNED and DATED this 16<sup>th</sup> day of March, 2010.

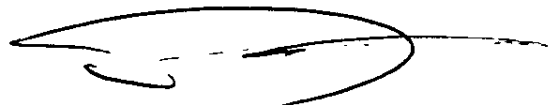


ROBERT M. DONLON, as  
Authorized Representative of  
the Member, Wintzell's-  
Pensacola Holding Company,  
LLC, a Florida Limited  
Liability Company

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent and to accept Service of Process for Wintzell's-Pensacola Operating Company, LLC, at the place designated in Articles of these Articles of Organization, 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.

Signed this 16<sup>th</sup> day of March, 2010.



ROBERT M. DONLON, as  
Registered Agent

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