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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
STARBOARD BRANDS GP, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted by the members pursuant to section 605.0202, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Starboard Brands GP, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on October 9, 2014.

Article III. Address

The Company's street and mailing address is:

Starboard Brands GP, LLC
12540 West Atlantic Boulevard
Coral Springs FL 33071

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Marcos Silva
12540 West Atlantic Boulevard
Coral Springs FL 33071

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Article V. Management

This will be a member-managed company. The name of each member is:
STARBOARD INVESTMENT HOLDINGS, LLC
12540 West Atlantic Boulevard Coral Springs FL 33071

MARCOS SILVA
12540 West Atlantic Boulevard Coral Springs FL 33071

DAVID RANSBURY
12540 West Atlantic Boulevard Coral Springs FL 33071

Article VI. Purpose

The purpose of this company is limited to owning, operating, and developing Taco Bell, KFC or Pizza Hut branded foodservice operations, and other branded concepts expressly approved in writing by location by YUM! Brands, Inc., or one of its subsidiaries.

Article VII. Provisions

Transfer restriction provision:
Any issuance or transfer of interest in the company is subject to the prior written consent of Taco Bell Corp.

Amendment provision:
No amendment or modification to these articles of organization shall be valid without the prior written consent of Taco Bell Corp.

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Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Starboard Brands GP, LLC

By: 
by Diana Serra as attorney-in-fact

Name: Marcos Silva

Title: Member

Date: November 13, 2014

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Starboard Brands GP, LLC

REGISTERED AGENT/OFFICE:

Marcos Silva
12540 West Atlantic Boulevard
Coral Springs FL 33071

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MARCOS SILVA
by Diana Serra as attorney-in-fact

Date: November 13, 2014

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