

Nov. 30. 1998 2:46PM TRIPP, SCOTT, CONKLIN

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FLORIDA DIVISION OF CORPORATIONS

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075350000065

ACCT#:

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NAME: PRONTO PIZZA EXPRESS, L.C.

AUDIT NUMBER.....H98000022218

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**ARTICLES OF ORGANIZATION
OF
PRONTO PIZZA EXPRESS, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is:

PRONTO PIZZA EXPRESS, L.C.

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2038, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

3480 S.W. 146 Terrace
Miramar, Florida 33027

Prepared By: Steven C. Elkin, Esq.
Bar No. 712566
Tripp Scott
P. O. Box 14245
Pl. Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Lizette Orozco
3480 S.W. 146 Terrace
Miramar, Florida 33027

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

This limited liability company may not admit new members or issue additional member interests without the unanimous consent of the existing members. Capital contributions required of new members shall be determined by the existing members at the time of a new member's admission to this limited liability company.

**ARTICLE VII
RIGHT OF MEMBERS TO CONTINUE BUSINESS**

The members of this limited liability company may continue the business of this limited liability company following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members, so long as there are at least one (1) remaining member.

**ARTICLE VIII
MANAGEMENT**

8.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

8.2 The board of managers of this limited liability company shall consist of three (3) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of this limited liability company or until their successors are elected and qualify. The

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name and address of the initial managers of this limited liability company are:

<u>Name</u>	<u>Address</u>
Dante Lamboglia	3480 S.W. 146 Terrace Miramar, Florida 33027
Giuseppe Lamboglia	3480 S.W. 146 Terrace Miramar, Florida 33027
Marco Malventano	3480 S.W. 146 Terrace Miramar, Florida 33027

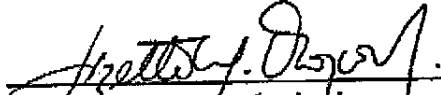
**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE X
INDEMNIFICATION**

This limited liability company shall indemnify any member of this limited liability company, or any former member of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the members of this limited liability company, has executed these Articles of Organization this 25th day of November, 1998.



Lizette Orozco, authorized representative of the
members of this limited liability company

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.


Lizette Orozco, Registered Agent

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS
OF
PRONTO PIZZA EXPRESS, L.C.**

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

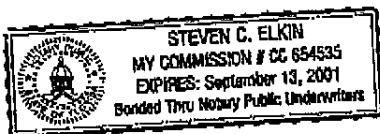
BEFORE ME, the undersigned authority, personally appeared Lizette Orozco, who is an authorized representative of the members of Pronto Pizza Express, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says that:

1. The Company has at least one (1) member; and
2. The members of the Company have contributed, in the aggregate, \$1,000 in cash to the Company. No property, other than cash, has been contributed by the members to the Company. No other contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT.

Lizette Orozco
Lizette Orozco, authorized representative of the members of the Company

SWORN TO AND SUBSCRIBED before me this 25TH day of November, 1998.



Steven C. Elkin
NOTARY PUBLIC,
Jurisdiction: FLORIDA

My Commission Expires:

Personally Known or Produced Identification _____

Type of Identification Produced _____

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TALLAHASSEE, FLORIDA