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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

A. LUNT

PETRUS FOOD BRICKELL, L.L.C.

JUL 30 2009

EXAMINER

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ARTICLES OF ORGANIZATION  
OF  
PETRUS FOOD BRICKELL, L.L.C.

The undersigned, being authorized to execute and file these Articles, hereby certify that:

ARTICLE I

The name of the Limited Liability Company is: PETRUS FOOD BRICKELL, L.L.C..

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall initially be located at 500 Brickell Ave., Suite L-1, Miami, Florida, 33131 or any other place upon which the members agree.

ARTICLE III

The period of duration for the Limited Liability Company shall be:  
Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, members of the Company. The name and address of the managers or member/managers who will serve as managers until the first annual meeting of the members or until their/his successor is selected and qualified in accordance with the Regulations is as follows:

HECTOR BESSON - 5785 SW 54 Terr., Miami, Florida 33155 - Member/Manager

PARQUEMOTRIZ, S.A. - 5785 SW 54 Terr., Miami, Florida 33155 - Manager/Member

CARLOS HERNANDEZ PARIS - 950 Brickell Bay Dr., Unit 3111 Miami, Florida 33131 - Manager

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

JORGE E. BLANCO, ESQ.  
1401 Ponce De Leon Boulevard, Suite 202  
Coral Gables, Florida 33134  
Telephone No.: (305) 444-0044  
Florida Bar No.: 197807

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## ARTICLE VI

The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Regulations of the Company.

## ARTICLE VII

The name and the Florida street address of the registered agent and registered office are:

HECTOR BESSON- 500 Brickell Ave., Suite L-1, Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above state 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.

HECTOR BESSON-Registered Agent

## ARTICLE VIII

Purpose: The Company is organized to own and operate one or more restaurant franchises, and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose or any other business permitted under the Act.

## ARTICLE IX

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 20 day of July, 2009.

HECTOR BESSON- Manager

CARLOS HERNANDEZ PARIS, Manager

HECTOR BESSON, Registered Agent

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

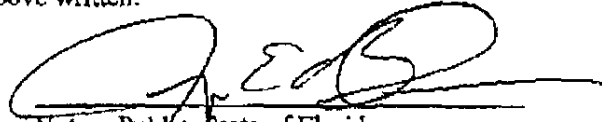
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STATE OF FLORIDA

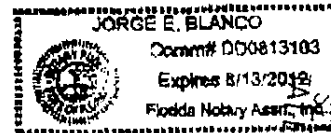
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 22 day of July, 2009, personally appeared before me, HECTOR BESSON, and CARLOS HERNANDEZ PARIS, to me well known or who have provided their Florida Drivers' Licenses, as identification.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

  
Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT 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.

- a. The name of the Limited Liability Company is: PETRUS FOOD BRICKELL, L.L.C.

The name and the Florida street address of the registered agent and registered office are:

HECTOR BESSON-500 Brickell Ave., Suite L-1, Miami, Florida 33131

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.

  
HECTOR BESSON, Registered Agent

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