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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

Shula's Steak Houses Merchandise, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION**  
**OF**  
**SHULA'S STEAK HOUSES MERCHANDISE, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Shula's Steak Houses Merchandise, LLC (the "Company").

**ARTICLE II – NATURE OF BUSINESS AND MAILING ADDRESS**

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company shall be 6843 Main Street, Miami Lakes, Florida 33014.

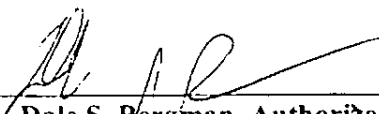
**ARTICLE III - MANAGEMENT**

The Company shall be manager managed. The number of managers may be increased or diminished from time to time by the Members. The manager or managers shall be appointed by the Members and shall serve until the first annual meeting of the Members, or until his, her or its successor is elected and qualified.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the Company is 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131, and the name of the initial registered agent of the Company is Miami Center Registered Agents, LLC.

**IN WITNESS WHEREOF**, the undersigned, an authorized representative of the members, has executed these Articles of Organization on the 10<sup>th</sup> day of October 2006.

  
\_\_\_\_\_  
Dale S. Bergman, Authorized Representative

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

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**ACCEPTANCE OF 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, Florida Statutes.*

MIAMI CENTER REGISTERED AGENTS, LLC, a  
Florida limited liability company

By:

  
Dale S. Bergman, Vice President

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