

L 00000000 1583  
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February 4, 2000

Division of Corporations  
Registrations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: New Limited Liability Company Filings.

700003126937--9  
-02/08/00--01029--004  
\*\*\*310.00 \*\*\*155.00

Dear Sir or Madam:

Please find enclosed Articles of Organization and Designation of Registered Agent for the above 2 limited liability companies. Also, please find enclosed a check in the amount of \$310.00 to cover their filing and certified copies. Please return the certified copies to my office. If you have any questions or comments, please do not hesitate to contact my office. Thank you.

Sincerely,

  
Stephen G. Martin

FILED  
00 FEB -8 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**M&M FAMILY RESTAURANTS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby executes the following Articles of Organization.

**I. NAME.** The name of the limited liability company shall be: **M&M Family Restaurants, L.L.C.** ("Company").

**II. ADDRESS.** The street address of the principle office of the Company shall be 4393 Ridgewood Avenue, Suite 1, Port Orange, Florida 32127. The mailing address of the company shall be P.O. Box 290531, Port Orange, Florida 32129-0531.

**III. DURATION.** The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2029, unless the Company is earlier dissolved as provided in these Articles of Organization.

**IV. REGISTERED OFFICE AND AGENT.** The name of the registered agent of the Company in the State of Florida is Stephen G. Martin, and the street address of the registered office of the Company is 4393 Ridgewood Avenue, Suite 1, Port Orange, Florida 32127.

**V. CAPITAL CONTRIBUTIONS.** The Members of the Company shall contribute to the initial capital of the Company cash or property.

**VI. ADDITIONAL CAPITAL CONTRIBUTIONS.** Each Member shall make additional capital contributions to the Company only upon the unanimous consent of all the Members.

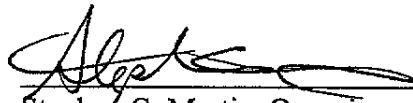
**VII. ADMISSION OF NEW MEMBERS.** No additional Members shall be admitted to the Company without the written consent of a super majority of the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his, her or its interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless the required super majority of the Members of the Company, other than the Member proposing to dispose of his, her or its interest, approves of the proposed transfer by written consent. For purposes of this Article VII,

super majority means not less than seventy-five percent (75%) of the Company's membership interests eligible to vote at a membership meeting.

**VIII. TERMINATION OF EXISTENCE.** The Company shall be dissolved upon the death, bankruptcy, or dissolution of a Member or manager, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company. However, the business of the Company may be continued by the consent of all the remaining Members.

**IX. MANAGEMENT.** The Company shall be managed by the Members in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**IN WITNESS WHEREOF,** the undersigned organizer has executed these Articles of Organization on this 9<sup>th</sup> day of November, 1999.

  
Stephen G. Martin, Organizer

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following Statement Designating Its Registered Office/Registered Agent in the State of Florida.

1. The name of the limited liability company is **M&M Family Restaurants, L.L.C.**
2. The name and address of the registered agent and office are:

Stephen G. Martin  
4393 Ridgewood Avenue, Suite 1  
Port Orange, Florida 32127

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.

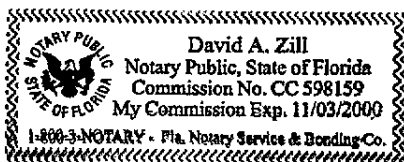
Dated: November 9, 1999

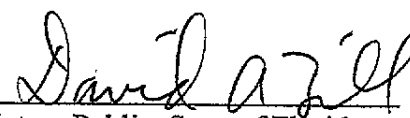
  
Stephen G. Martin, Registered Agent

FILED  
00 FEB - 8 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing was acknowledge before me, this 9 day of November, 1999, by **Stephen G. Martin**, who is personally known to me, as registered agent for **M&M Family Restaurants, L.L.C.**, a Florida limited liability company.



  
Notary Public, State of Florida