

WILLIAM G. MORRIS

WILLIAM G. MORRIS
ADMITTED IN FL, DC, VA

May 5, 2000

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/11/00--01113--003
****125.00 ****125.00

Re: Chee 2, LLC
Articles of Organization

Ladies:

I am enclosing the original and one copy of Articles of Organization for the referenced entity. Also enclosed is a check for \$125.00 to cover filing fees, designation of registered agent and certified copy.

Please arrange for issuance of charter and return a certified copy of same to me. If any additional information is needed, please do not hesitate to contact me.

Sincerely,

William G. Morris

WGM/cap
Enclosures

FILED
00 MAY 11 PM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with
5/16

**ARTICLES OF ORGANIZATION
OF
CHEE 2, LLC, A LIMITED LIABILITY COMPANY**

The undersigned authorized representative of a member of this company declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the limited liability company shall be CHEE 2, LLC, its mailing and street address is 785 - 23rd Street, SW, Naples, Florida 34117, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III
PURPOSES AND POWERS**

In addition to the power authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or business to be transacted by the company shall be limited to the ownership, operation and management of a Cheeburger Cheeburger franchise or similar restaurant and in connection thereof, the following

1. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
2. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest or the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the state of Florida, providing for the information, gather, privileges, and immunities of limited liability companies for profit.

3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the power set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall be inconsistent with the laws of the State of Florida.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time as set forth in regulations of the limited liability company by a majority of the members of the limited liability company.

ARTICLE IV DURATION

This limited liability company shall exist until December 31, 2030, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 247 North Collier Boulevard, Suite 202, Marco Island, Florida 34145 and the name of the company's initial registered agent at that address is William G. Morris.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of CHEE 2, LLC.

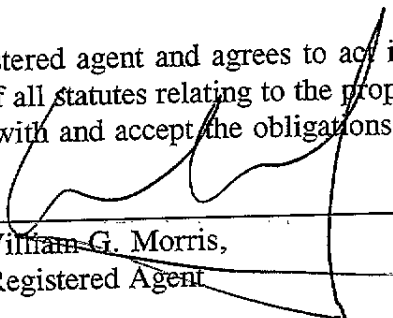
Executed this 5th day of MAY, 2000.

BY:


Shawn Teeters, Member

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts appointment as registered agent and agrees to act in that capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.



William G. Morris,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA