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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 2000

BURGESS, HARRELL, MANCUSO

SUBJECT: PCS HARDEES, L.L.C.
REF: W00000019751

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H0000004971

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

EACH UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is: PCS HARDEES, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 240 S PINEAPPLE AVENUE, SUITE 702, SARASOTA, FLORIDA 34236

ARTICLE III - DURATION

The existence of the Company shall commence upon the date of execution of this instrument, which shall be within 5 business days prior to filing hereof. The period of duration for the Company shall be for a period of thirty (30) years from the commencement date, or until dissolved by its members according to law.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in the state is: WILLIAM A. SABA, 240 S. PINEAPPLE AVENUE, SUITE 702, SARASOTA, FLORIDA 34236. If the registered agent also executed this instrument, the registered agent hereby accepts the appointment as registered agent, and states that the registered agent is familiar with, and accepts, the obligations of that position.

ARTICLE V - MANAGEMENT

The Company is to be managed entirely by the members and the name and address of the sole managing member who shall serve until the first annual meeting of members or until his successor is duly elected and qualified is: WILLIAM A. SABA, 240 S. PINEAPPLE AVENUE, SUITE 702, SARASOTA, FLORIDA 34236.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: No additional member(s) shall be admitted to the Company without the written consent of all members of the Company and on such terms and conditions as shall be determined by all members, except as otherwise provided in the Company's regulations initially executed by all members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the 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 Company shall be: The business of the Company may be continued only by the written consent of all remaining members, except as otherwise provided in the Company's regulations initially executed by all members.

IN WITNESS WHEREOF, the undersigned executed this instrument affirming under penalties of perjury that the facts stated herein are true on Aug 9, 2000.

William A. Saba

WILLIAM A. SABA
As Managing Member and
Registered Agent

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