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August 14, 2000

Florida Department Of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/15/00-01032-006
****155.00 ****155.00

Enclosed please find Articles of Organization and a Certificate of Designation of Registered Agent/ Registered Office for Del Sol Pizza, LLC which we wish to have filed with the Florida Division of Corporations.

Also enclosed is our check in the amount of \$155 to cover the cost of filing fees for the Articles of Organization, Designation of Registered Agent and a certified copy.

Please send a letter of acknowledgement and a certified copy to Del Sol Pizza, LLC at 3159 Lofton Square Court, Suite 500, Yulee, Florida 32097.

If there are any questions and or problems, please feel free to call our office at (904) 491-3409. Thank you in advance for your attention to this matter.

Sincerely,


Craig Thomas Jones

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEL SOL PIZZA, LLC
ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is DEL SOL PIZZA, LLC (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is:

3159 Lofton Square Court, Sute 500
Yulee, Florida 32097

ARTICLE III. DURATION

The Company's existence will commence on the date of filing these Articles of Organization with the Florida Secretary of State, and the Company will exist perpetually, unless terminated in accordance with the Company's Regulations.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 3159 Lofton Square Court, Suite 500, Yulee, Florida 32097 as the street address of the initial registered office of the Company and names Craig Thomas Jones as the Company's initial registered agent at that address to accept service of process within this state.

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TALLAHASSEE, FLORIDA
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ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 3159 Lofton Square Court, Suite 500, Yulee, Florida 32097 as the street address of the initial registered office of the Company and names Craig Thomas Jones as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

The member may admit additional members upon the approval of all of the members of the Company, upon the written application of such prospective new member.

ARTICLE VII. MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company, in accordance with the applicable provisions of the Regulations of the Company.

ARTICLE VIII. MANAGEMENT

The Company will be managed by one manager, who will retain such position until removed and replaced by the members of the Company as provided in the Regulations of the Company. The manager will have the obligation and responsibility described in the Regulations of the Company. The name and business address of the initial Manager is:

Craig Thomas Jones
3159 Lofton Square Court, Suite 500
Yulee, Florida 32097

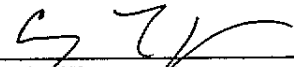
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TALLAHASSEE, FLORIDA

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ARTICLE IX. REGULATIONS

The Power to adopt, alter, amend, or repeal the Regulations of the Company is vested in the members of the Company.

Dated this 14th day of AUGUST, 2000.

By: 
Craig Thomas Jones
Member

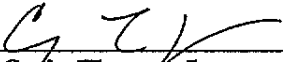
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TALLAHASSEE, FLORIDA

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA:**

1. The name of the limited liability company is Del Sol Pizza, LLC.
2. The name and address of the registered agent and office are:

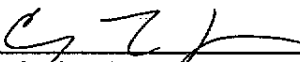
Craig Thomas Jones
3159 Lofton Square Court, Suite 500
Yulee, Florida 32097



Craig Thomas Jones
Member and
Authorized Representative

ACKNOWLEDGEMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I accept the appointment as registered agent and agree to act in that 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.



Craig Thomas Jones
Registered Agent
Dated: 8/14, 2000

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TALLAHASSEE, FLORIDA