

RUSSELL H. CULLEN, P.A.

ATTORNEY AND COUNSELOR AT LAW

9900 OVERSEAS HIGHWAY

KEY LARGO, FLORIDA 33087

L00000012946

RUSSELL H. CULLEN

October 19, 2000

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Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

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****125.00 ****125.00

Dear Sir/Madam,

Please find enclosed the original copy for 5 Articles of Incorporation. A check for \$78.75 to cover the cost for each Corporation is attached. Please forward all documents back to this office upon completion. Thank you.

If you have any questions in regard to this matter please give me a call.

Very truly yours,

R. Cullen

DARYL CULLEN
Legal Secretary

/djc
Enclosures as stated

FILED
00 OCT 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PARADISE ISLANDS PIZZA, LLC**

The undersigned, being a Member and Organizer of the Limited Liability Company hereby being formed under the Sections 608.401 to 608.471, Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

PARADISE ISLANDS PIZZA, LLC

SECOND: This Limited Liability Company shall have perpetual existence commencing on the 1st day of November, 2000.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the provisions of Sections 608.401 to 608.471, Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered agent of the Limited Liability Company in Florida is 5101 Overseas Hwy., Marathon, Florida 33050, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Russell H. Cullen, Esq.

FIFTH: The mailing address and principal office of the Limited Liability Company is P. O. Box 501411 Marathon, FL

SIXTH: The Limited Liability Company is to be managed in accordance an operating agreement.

SEVENTH: The membership interests of the Members are evidenced by Certificates of Membership.

EIGHTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members as set forth in the operating agreement.

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TALLAHASSEE, FLORIDA


NINTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests as is set forth in the operating agreement (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon 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 Limited Liability Company.

TENTH: The names and addresses of the Members of the Limited Liability Company are: Brian Pastman, 1623 Bayview Ave., Little Torch Key, FL 330 ; Brian Phillips, 106 Coral Ave., Tavernier, FL 33070; and Gamaliel Phillips, c/o Andreas Campbell, Village Rd., Green Village, NJ 07935.

ELEVENTH: The name of the member executing these articles of organization on behalf of all of the members of the organization is Brian Phillips, 106 Coral Ave., Tavernier, FL 33070.

TWELFTH: None of the Members of the Limited Liability Company are individually liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Organization on the 16 day of October, 2000.

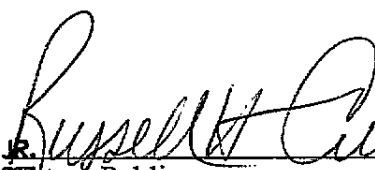

Brian Phillips
Member

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Brian Philips, who [☒] is personally known to me or [☐] has produced _____ as identification, who executed the foregoing Articles of Organization, and acknowledged before me that he executed those Articles of Organization.



RUSSELL H. CULLEN, JR.
COMMISSION # CC633897
EXPIRES MAY 28, 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC.
Notary Public


Print _____
My Commission Expires: _____

FILED
00 OCT 20 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

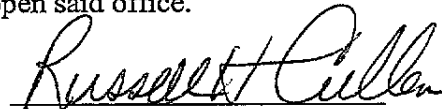
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Section 48.091 and Section 608.415, Florida Statutes:

PARADISE ISLANDS PIZZA, LLC desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization at 5101 Overseas Hwy., Marathon, Monroe County, State of Florida, names as its agent to accept service of process within this State: Russell H. Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Russell H. Cullen, Esq.
Registered Agent

Date: October, 2000

FILED
00 OCT 20 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA