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November 28, 2000

Florida Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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-11/30/00--01097--006
****155.00 ****155.00

Re: MAUI TACOS OF SOUTH FLORIDA, LLC

Filing Articles of Organization Dated November 28, 2000, and Certificate of
Designation of Registered Agent and Registered Office

Our File No. M-1129

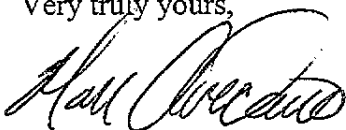
To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Organization for Maui Tacos of South Florida, LLC, dated November 28, 2000, and an original copy of the Certificate of Designation of Registered Agent and Registered Office. Please file and record the enclosed documents and return to our office a certified copy in the enclosed self-addressed stamped envelope.

I have also enclosed a check payable to the Florida Department of State in the sum of \$155.00, of which \$100.00 is for filing the Articles of Organization, \$25.00 is for filing the Designation of Registered Agent, and \$30.00 is for the cost of one certified copy.

If you have any questions concerning the enclosed documents, please call me at (954) 763-5095.

Very truly yours,



MARC AVIDANO for
THE LAW OFFICES OF HARVEY K. MATTEL

Enclosures

FILED
NOV 30 PM 5:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
FOR
MAUI TACOS OF SOUTH FLORIDA, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 30 PM 5:59

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

ARTICLE I - NAME

The name of the Limited Liability Company is MAUI TACOS OF SOUTH FLORIDA, LLC.

ARTICLE II - DURATION

This limited liability company shall have perpetual existence until it is dissolved and its affairs wound up in accordance with the Florida Limited Liability Company Act.

ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of this limited liability company shall be 633 South Federal Highway, 8th Floor, Fort Lauderdale, Florida 33301. The mailing address of the principal office of this limited liability company shall be P.O. Box 02-9010, Fort Lauderdale, Florida 33302-9010.

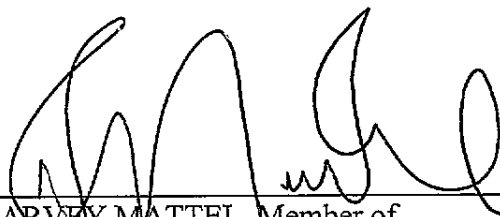
ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the initial registered agent within Florida is Harvey Mattel, and the street address of the registered agent is 633 South Federal Highway, 8th Floor, Fort Lauderdale, Florida 33301. This Limited Liability Company shall have the right to change such registered agent and office from time to time, as provided by law.

ARTICLE V - MANAGEMENT

The company shall be managed by its members in accordance with the terms of the operating agreement adopted by the members for the management and regulation of the affairs of the company. The operating agreement may contain any provisions for the management and regulation of the affairs of the company not inconsistent with law or these articles of organization.

Dated this 28th day of November, 2000.


HARVEY MATTEL, Member of
MAUI TACOS OF SOUTH FLORIDA, LLC

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE

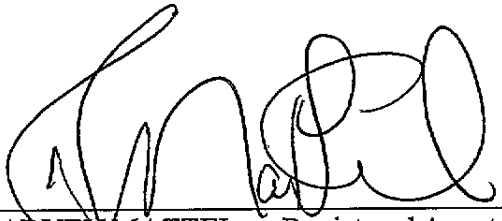
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is MAUI TACOS OF SOUTH FLORIDA, LLC.
2. The name and street address of the registered agent and office for this Limited Liability Company shall be the following:

HARVEY MATTEL
633 South Federal Highway, 8th Floor
Fort Lauderdale, Florida 33301

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 as provided for in Chapter 608, Florida Statutes.

Dated this 28th day of November, 2000.



HARVEY MATTEL, as Registered Agent for
MAUI TACOS OF SOUTH FLORIDA, LLC