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TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
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January 31, 2001

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

300003633373--7
-02/05/01--01107--007
****125.00 ****125.00

Re: **COTTAGE HILL PIZZA, LLC**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above-captioned limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

Filing Fee	\$100.00
Registered Agent Fee	<u>25.00</u>
	\$125.00

FILED
JAN 31 2001
TALLAHASSEE, FLORIDA
CLERK OF THE STATE

Please file the Articles of Organization, date stamp the enclosed copy and return it to our office. Also, please note that the effective date of the above-referenced Florida Limited Liability Company is January 30, 2001.

Thank you for your assistance.

Very truly yours,



Christopher H. Norman

sr
Enclosures
Check: \$125.00
cc: Cottage Hill Pizza, LLC (w/encls.)

L01-1962
JR
eff 1-30-01

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned organizer and representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

ARTICLE I - Name

The name of the limited liability company created hereby (hereinafter, "the Company") is:
COTTAGE HILL PIZZA, LLC

ARTICLE II - Purpose

The Company's business activities shall include, but not be limited to, the acquisition, disposition, leasing, management, and maintenance of real property and personal property, and the operation of a Hungry Howie's Pizza & Subs restaurant in the State of Alabama. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall be as follows:

MAILING ADDRESS

2503 Highway 60 East
Valrico, Florida 33594

STREET ADDRESS

6053-B Cottage Hill Road
Mobile, Alabama 36602

ARTICLE IV - Duration

The existence of the Company shall commence on January 30, 2001, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

ARTICLE V - Management

The Company shall be managed by a manager, and the name and address of said manager is

Talal A. Kazbour
2503 Highway 60 East
Valrico, Florida 33594

FILED
01 FEB 25 PM 5:00
SECRETARY OF STATE
TALAL A. KAZBOUR
2503 HIGHWAY 60 EAST
VALRICO, FL 33594

ARTICLE VI - Initial Members

The names and addresses of the initial members of the Company are:

Talal A. Kazbour Revocable Trust
1103 Deer Run Place
Valrico, FL 33594

Tarek A. Kazbour Revocable Trust
1108 Deer Run Place
Valrico, FL 33594

Robert Merrell
6700 Wall Street, Apt. 2C
Mobile, AL 36695

Kevin Mancusi
5065 Guernsey Road
Pace, FL 32571

Andy Marshall
P. O. Box 27605
Panama City, FL 32411

ARTICLE VII - Admission of Additional Members

The members may admit additional members. An additional member may be admitted pursuant to the unanimous written consent of the members in existence prior to the admission of any such additional member.

ARTICLE VIII - Ownership

The ownership interests of the members referred to in Article VI hereinabove are as follows:

Talal A. Kazbour Revocable Trust	16%
Tarek A. Kazbour Revocable Trust	16%
Kevin Mancusi	26%
Robert Merrell	26%
Andy Marshall	16%
	<u>100%</u>

ARTICLE IX - Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is Christopher H. Norman.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.



Christopher H. Norman, Esq.,
as Authorized Representative

FILED
01 FEB -5 PM 5:00
SECRETARY OF STATE
TAMPA, FLORIDA

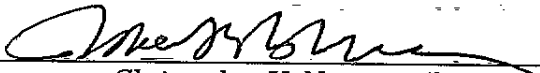
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: **COTTAGE HILL PIZZA, LLC**
2. The name and the Florida street address of the registered agent are:

Christopher H. Norman , Esq.
Hines Norman & Associates, P.L.
315 South Hyde Park Avenue
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above-named 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.



Christopher H. Norman , Esq.,
as Authorized Representative

FILED
01 FEB -5 PM 5: 00
SECRETARY OF STATE
TAMPA, FLORIDA