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LIMITED LIABILITY COMPANY

FRANCHISE RESTAURANT NO.32, L.L.C.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGINIZATION

OF

FRANCHISE RESTAURANT NO. 32, L.L.C.

The undersigned, as the authorized representative of the initial member of Franchise Restaurant No. 32, L.L.C., a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

Article I - Name

The name of this Company is:

Franchise Restaurant No. 32, L.L.C.

Article II- Principal Office

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

7395 West 4th Avenue
Hialeah, Florida 33014

Article III- Duration

The Company shall commence its existence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida. The Company shall have perpetual existence.

Article IV - Management

The Company shall be managed by three (3) Managers designated from time to time by the Members of the Company and is, therefore, a Manager-managed company. The names and addresses of the initial Managers are:

Jose Urena
4328 Fox Ridge Drive
Weston, Florida 33331-4004

Adam Tiktin
1041 W. Commercial Blvd., Suite 101
Ft. Lauderdale, Florida 33309

Francisco A. Vargas
20800 NW Miami Place
Miami, Florida 33169

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Article V – Admission of Additional Members

The Company may admit additional Members upon the unanimous approval of then existing Members of the Company.

Article VI – Limitation on Agency Authority of Members

No Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

Article VII – Registered Agent

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

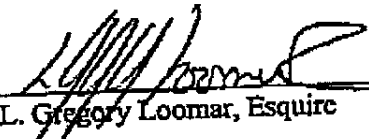
L. Gregory Loomar, Esquire
1152 North University Drive, Suite 201
Pembroke Pines, Florida 33024

Article VIII – Amendment

These Articles of Organization may be amended or repealed upon the unanimous approval of then existing Members of the Company.

In Witness Whereof, the undersigned has executed the foregoing Articles of Organization as the authorized representative of the initial Members of the Company as of this 6th day of March, 2001.

Authorized Representative:


L. Gregory Loomar, Esquire

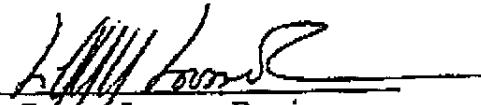
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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM
SERVICE OF PROCESS WITH THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507, Florida Statutes:

Having been appointed registered agent of AJ Restaurant No. 101, L.C., in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

L. Gregory Loomar, P.A.

By: 

L. Gregory Loomar, Esquire
1152 North University Drive, Suite 201
Pembroke Pines, Florida 33024

Dated: March 6, 2001

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