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CONLEY, CLEARY, & DORMAN

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Florida Department of State

Division of Corporations

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To:

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From:

Account Name : CONLEY, CLEARY & DORMAN, CHARTERED
Account Number : 120000000181
Phone : (941) 748-8778
Fax Number : (941) 745-2572

AL

LIMITED LIABILITY COMPANY

OFFSHORE PIZZA, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
OF
OFFSHORE PIZZA, LLC**

**ARTICLE I
Name**

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

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is: 3304 32nd Street W, Bradenton, Florida 34205.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is: LORI M. DORMAN, ESQ., of CONLEY, CLEARY & DORMAN, CHARTERED. The address of the company's registered office in Florida is: 2401 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

The Company is to be managed by Kurt A. Adams, 3304 32nd Street W, Bradenton, Florida 34205.

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ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
Continuance of Business

The remaining members of the Company have the right to continue the business on 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 Company. In such event, the business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VIII
Additional Provisions

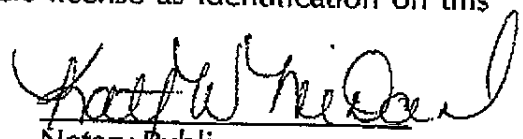
The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the members.

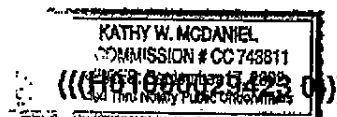
IN WITNESS WHEREOF, I have executed these Articles of Organization this 21st day of March, 2001, at Bradenton, Manatee County, Florida.


Kurt A. Adams

STATE OF FLORIDA
COUNTY OF MANATEE

SUBSCRIBED AND SWORN to before me by Kurt A. Adams who is personally known to me or has produced his Florida Drivers license as identification on this 21st day of March , 2001.


Notary Public



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TALLAHASSEE, FLORIDA

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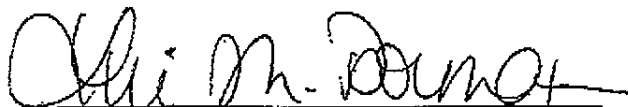
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 608.47, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered officer / registered agent in the State of Florida:

1. The name of the Limited Liability Company is: **OFFSHORE PIZZA, LLC.**
2. The name and address of the registered agent and office is: LORI M. DORMAN, ESQ., of CONLEY, CLEARY & DORMAN, CHARTERED, 2401 Manatee Avenue West, Bradenton, Florida 34205.

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.

Dated: March 21, 2001.



Lori M. Dorman, Esq.
Conley, Cleary & Dorman, Chartered
Registered Agent

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