

L010000044/19

Florida Department of State
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LIMITED LIABILITY AMENDMENT

OFFSHORE PIZZA, LLC

Certificate of Status	1
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AMENDED & RESTATED
ARTICLES OF ORGANIZATION OF
OFFSHORE PIZZA, LLC

INTRODUCTION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to Section 608.411, Fla. Stat. Ann., following are the Amended and Restated Articles of Organization of **OFFSHORE PIZZA, LLC**. The Articles of Organization for this limited liability company were originally filed with the State of Florida on March 22, 2001, and assigned document number L01000004419. These Amended and Restated Articles of Organization ("Articles") will be effective upon the date of filing with the State of Florida.

These Articles have been duly executed and are being filed pursuant Section 608.411.

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.

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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 the sole member, Kurt A. Adams, 3304th Street W, Bradenton, Florida 34205.

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
Amendments

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

ARTICLE IX
Additional Provisions

The Company intends to own and/or operate one or more Domino's Pizza franchises. The issuance and transfer of any interest in the Domino's Pizza franchise agreements or franchise rights, including the transfer of any ownership interest in the franchisee, are subject to the following restrictions: (1) Domino's Pizza LLC's option

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to purchase all of the assets of the store upon the termination or expiration of the franchise as provided in the Standard Franchise Agreement; (2) no transfer or assignment, in any manner, may be made to anyone other than an approved franchisee of Domino's Pizza LLC and without the prior written consent of Domino's Pizza LLC, as provided in the Standard Franchise Agreement; and (3) Domino's Pizza LLC's right of first refusal as provided in the Standard Franchise Agreement.

IN WITNESS WHEREOF, I have executed these Articles this 1st day of June 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 1st day of June, 2001.


Notary Public



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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: June 1, 2001

Lori M. Dorman

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

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