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KATHLEEN M. O'CONNELL

April 3, 2001

Florida Department of State
Registration Section
Division of Corporations
Post Office 6327
Tallahassee, FL 32314

RE: Tortilla Grill, LLC

To Whom It May Concern:

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-04/04/01--01080--002
****125.00 ****125.00

Enclosed for processing please find the following:

1. Check No. 33956 in the amount of \$125.00 to cover the cost of the Filing Fee for the Articles of Organization and Designation of Registered Agent for the above-referenced entity;

Once processing is complete, please return to Kory S. Pryor at this office.

Very truly yours,

MACEY, WILENSKY, COHEN,
WITTNER & KESSLER, LLP


Kory S. Pryor

FILED
01 APR -1, AM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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**ARTICLES OF ORGANIZATION OF
TORTILLA GRILL, LLC**

ARTICLE I

Name

The name of the limited liability company is: Tortilla Grill, LLC (the "Company").

ARTICLE II

Address

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

1115 Redfish Circle
Panama City Beach, Florida 32411

ARTICLE III

Registered Agent

The name and the Florida street address of the registered agent are:

1115 Redfish Circle
Panama City Beach, Florida 32411

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


Patrick Cooper, Registered Agent

ARTICLE IV.

Management

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01 APR -4 AM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization as of this 15th day of March, 2001.

ORGANIZER:


Patrick Cooper, Member

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01 APR -4 AM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA