

FOX AND ELLIS

Attorneys at Law

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June 20, 2001

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32301 900004439539--1 -06/25/01--01113--006 ****125.00 ****125.00

Dear Sir:

Re: SCOOTER'S ISLAND PIZZA, LLC

Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Limited Liability Company in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Organization for filing and approval by your office.
- b. Certificate of Registered Agent.
- c. Check to cover fees and costs in the amount of \$125.00

Please return copy as soon as possible.

Very truly yours,

Morris B. Fox

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I: Name:

The name of the limited liability company is:

SCOOTER'S ISLAND PIZZA, LLC

ARTICLE II: Address:

The mailing address and street address of the principal office of the limited liability company is: 1318 SW 11th Ave., Cape Coral, FL 33991

ARTICLE III: Registered Agent:

The name and Florida street address of the limited liability company registered agent is:

James C. Comstock 1318 SW 11th Avenue Cape Coral, FL 33991

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. Explorance agree to comply with the provisions of all statutes relating to the proper and performance of my duties, and I am familiar with and accept the obligations position as registered agent as provided in Chapter 608, F.S.

James C. Comstock, Registerent

ARTICLE IV: Management:

The Limited Liability Company is to be managed by two managers and is therefore, a manager-managed company.

James Comstock, Manager-Member

(Articles of organization must be executed by at least one member or authorized representative of a member, and the execution of the document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.)