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LIMITED LIABILITY COMPANY

Restaurant Management Group, LLC

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**ARTICLES OF ORGANIZATION
OF
RESTAURANT MANAGEMENT GROUP, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company ("Company") is: Restaurant Management Group, LLC.
2. Duration. The period of this limited liability company is perpetual, unless sooner dissolved.
3. Mailing Address and Street Address. The Company's mailing address and street address is 7401 SW 16th Street, Plantation, Florida 33317
4. Registered Agent and Office. The name of the initial registered agent of the Company is Rutherford, Mulhall & Wargo, P.A., 2600 N. Military Trail, 4th Floor, Boca Raton, FL 33431.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Prepared By:
JOSEPH M. LANDOLFI, JR., ESQ.
FLORIDA BAR NO. 0122203
Rutherford, Mulhall & Wargo, P.A.
2600 N. Military Trail, Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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7. Management of the Company. The Company shall initially be managed by the following person who shall serve as manager until the first annual meeting of the members or until his successors are elected and qualify:


Name and Address:

Tim W. Cox
7401 SW 16th Street
Plantation, FL 33317

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of August 13, 2001.


Joseph M. Landolfi, Jr., Authorized Representative

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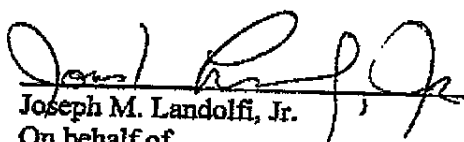
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:
RESTAURANT MANAGEMENT GROUP, LLC.
2. The name and address of the registered agent and office is:

Rutherford, Mulhall & Wargo, P.A.
2600 N. Military Trail
Boca Raton, FL 33431

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



Joseph M. Landolfi, Jr.
On behalf of
Rutherford, Mulhall & Wargo, P.A., as Registered Agent

8-13-01
(Date)

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