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Division of Corporations

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Florida Department of State
Division of Corporations
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From: Account Name : FILINGS, INC.
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LIMITED LIABILITY COMPANY

SOPRA, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$125.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SOPRA, LLC
a Florida Limited Liability Company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be SOPRA, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 110 East Atlantic Avenue, Suite 325, Delray Beach, FL 33444.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than September 1, 2051, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law of these articles of organization. The names and addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
TDI Restaurant Group, Inc.	110 East Atlantic Avenue Suite 325 Delray Beach, FL 33444.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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This instrument prepared by: James N. Reyer, P.A.
5301 N. Federal Highway, Suite 130, Boca Raton, Florida 33487
Telephone #: (561) 241-9003 * Florida Bar #: 0936022

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ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member provided that the business of the company is continued by the consent of all the remaining members, and provided there are at least two (2) remaining members.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the company in the State of Florida is David Manero, 110 East Atlantic Avenue, Suite 325, Delray Beach, Florida 33444.

ARTICLE VIII - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company.

ARTICLE IX - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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CLERK OF DISTRICT COURT
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

This instrument prepared by: James N. Rayer, P.A.
5301 N. Federal Highway, Suite 130, Boca Raton, Florida 33487
Telephone #: (561) 241-9003 * Florida Bar #: 0936022

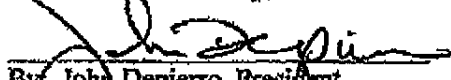
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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on this 13th day of August, 2001.

ORGANIZER:

TD1 Restaurant Group, Inc.


By John Depierro, President


STATE OF FLORIDA
COUNTY OF PALM BEACH

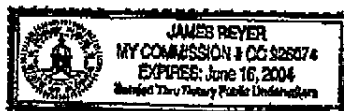
The foregoing instrument was sworn to and acknowledged before me, on August 13, 2001, by John Depierro, as President of TD1 Restaurant Group, Inc., who:

☒ is personally known to me, or

☐ has produced identification in the form of _____ which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing instrument.


Notary Public



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TALLAHASSEE FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SOPRA, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

REGISTERED AGENT:


David Mainiero

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