

600000019793

DOUGLAS R. FULTHORPE, CPA, P.A.

1151 34th Avenue, North, #11  
St. Petersburg, FL 33704-1840

Tel: 727-520-1331  
Fax: 727-522-4900  
e-mail: dougf@IntNet.net

November 7, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

11/13

MJH

RE: **Magnum Restaurants, LLC**

700004676807--6  
-11/13/01--01067--013  
\*\*\*160.00 \*\*\*160.00

Dear Sir:

Please file the enclosed Articles of Organization, Certificate of Organization and Acceptance of Registered Agent. I have enclosed \$160.00 to cover the cost of filing, the designation of registered agent fee and obtainment of a certified copy and a certificate of status.

Sincerely,

*DR Fulthorpe CPA*

Douglas R. Fulthorpe, CPA

DRF/d  
Enc.

FILED  
01 NOV 13 PM 4: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
MAGNUM RESTAURANTS, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, does hereby adopt the following articles of organization:

**ARTICLE I: NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company is  
  
MAGNUM RESTAURANTS, LLC.

**ARTICLE II: TERM OF EXISTENCE**

The limited liability company shall have a perpetual existence.

**ARTICLE III: GENERAL NATURE OF BUSINESS**

The general purposes for which the limited liability company is organized are:

1. To engage in the business of providing wholesale and retail sales and services to the general public.
2. To transact any other lawful business for which limited liability companies may be organized under the laws of the State of Florida.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

**ARTICLE IV: COMPANY HEADQUARTERS**

The principal office and mailing address of this limited liability company shall be:

11769 Barb Ct., Largo, FL 33778-3803

FILED  
01 NOV 13 PM 4: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V: MANAGEMENT**

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

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the limited liability company shall be 11769 Barb Ct., Largo, FL 33778-3803 and the initial registered agent shall be Sam B. Maisano , who upon acceptance of said designation agrees to comply with the provisions of Chapter 608, Florida Statutes, with respect to keeping an office open for service of process.

#### **ARTICLE VII: PREEMPTIVE RIGHTS**

Each member of the limited liability company shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, a pro rata portion of

1. Any membership interest that the limited liability company may issue or sell, whether or not exchangeable for any membership interest of the limited liability company of any class or classes, and whether or not of unissued membership interests, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the limited liability company may issue or sell which is convertible into any membership interest of the limited liability company of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe or purchase from the limited liability company any membership interest of any class or classes.

CERTIFICATE OF ORGANIZATION

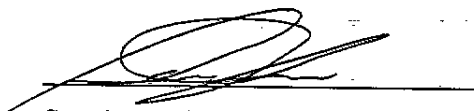
STATE OF FLORIDA )

)

ss.

COUNTY OF PINELLAS )

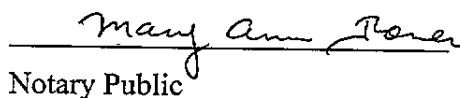
I hereby acknowledge the foregoing Articles of Organization of  
Magnum Restaurants, LLC.



Sam B. Maisano

Organizing Member

The foregoing Articles of Organization of Magnum Restaurants, LLC  
where acknowledged before me, this 7 day of November 2001, by Sam B.  
Maisano, as Organizing Member, who is personally known or whom I identified by a  
drivers license issued by the Florida Department of Highway Safety and Motor Vehicles.



Notary Public

My Commission Expires: April 11, 2002



ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA       )

)

ss.

COUNTY OF PINELLAS   )

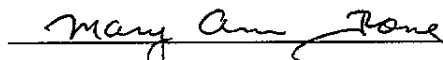
Having been named Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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 as provided for in Chapter 608, Florida Statutes, this 7 day of November 2001.



Sam B. Maisano

Registered Agent

Acknowledged before me, this 7 day of November 2001, by Sam B. Maisano, who is personally known or whom I identified by a drivers license issued by the Florida Department of Highway Safety and Motor Vehicles.



Notary Public

My Commission Expires: April 11, 2002