

Division of Corporations

L020000004/08

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : AMAN LAW FIRM

Account Number : I20020000001

Phone : (813)265-0004

Fax Number : (813)265-9644

LIMITED LIABILITY COMPANY

TDK Pizza, LC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 20

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
for
TDK PIZZA, LC
A Florida Limited Liability Company

ARTICLE I
NAME

The name of the Limited Liability Company is: TDK PIZZA, LC

ARTICLE II
ADDRESS

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

Mailing Address: 4209 US Highway 90 West
Suite 306
Lake City, Florida 32055-7708

Street Address: 4209 US Highway 90 West
Suite 306
Lake City, Florida 32055-7708

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years.

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ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as the initial manager is: Anthony Keeler. The manager's address is 4209 US Highway 90 West, Suite 306, Lake City, Florida 32055. The manager shall thereafter be appointed in accordance with the Operating Agreement for the Company.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the existing members to admit additional members and the terms and conditions of the admissions shall be as provided in the Operating Agreement for the Company and specifically contingent on the formal approval of Domino's Pizza, LLC.

ARTICLE VI
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the existing members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company shall be as provided in the Operating Agreement for the Company and specifically contingent on the formal approval of Domino's Pizza, LLC.

ARTICLE VII
TRANSFER RESTRICTIONS

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The right, if given, of the members to transfer their interests (voluntarily or involuntarily) or of any person to succeed to their interest shall be as provided in the Operating Agreement for the Company and is: (1) expressly subordinate to any Domino's Pizza, LLC option to purchase all of the assets of any store (which constitutes an asset of the Company) upon the termination or expiration of the Domino's franchise under which the particular store is operated; (2) only capable of being made to an approved franchisee of Domino's Pizza, LLC as defined in its Standard Franchise Agreement; and (3) subject to Domino's Pizza, LLC's right of first refusal to acquire certain assets (store assets) of the L.C. in accord with its franchise rights.

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ARTICLE VIII
INITIAL MEMBERS

The initial members of the limited liability company and their addresses are as follows:

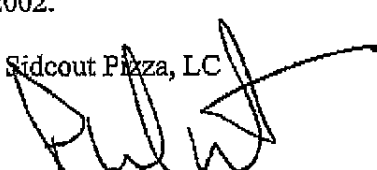
1. Sidecut Pizza, LLC, a Florida limited liability company
2659 Ulmerton Road
Clearwater, Florida 33762
2. Anthony Keeler
4209 US Hwy 90 West, Suite 306
Lake City, Florida 32055-7708

IN WITNESS WHEREOF, the undersigned members have executed these

Articles of Organization this 14th day of February, 2002.

Sidecut Pizza, LC

By:


Phil Rands, as its Manager
2659 Ulmerton Road
Clearwater, Florida 33762

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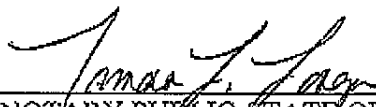
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ANTHONY KEELER
4209 US Hwy 90 West, #306
Lake City, FL 32055-7708

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me as Manager of SIDEOUT PIZZA, LC known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of February, 2002.

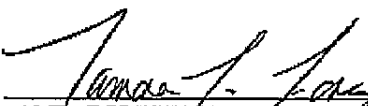

NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me ANTHONY KEELER, known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11th day of February, 2002.


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



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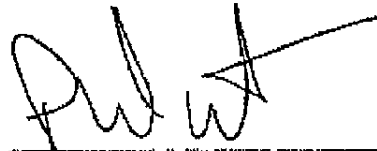
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Limited Liability Company is: TDK PIZZA, LC
2. The name and address of the registered agent and office is: Phil Rands, 2659 Ulmerton Road, Clearwater, Florida 33762.

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 agreed 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 obligation of my position as registered agent.

Date: February 11, 2002



Phil Rands
2659 Ulmerton Road
Clearwater, Florida 32055
(727) 571-1281
Registered Agent for
TDK Pizza, LC

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TALLAHASSEE, FLORIDA

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