MAR-19-2002(TUE) 20000655

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000060133 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations

Fax Number

: (850)205-0383

From:

: NATIONAL CORPORATE RESEARCH, LTD. Account Name

Account Number : 120000000088 (800)221-0102 Phone Fax Number : (212)564-6083

LIMITED LIABILITY COMPANY

AFC GAINESVILLE, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

(((HO2000060133 4)))

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

AFC GAINESVILLE, L.L.C.

ARTICLE II - Address:

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

AFC Realty Capital, Inc.

888 Seventh Avenue, Suite 402, New York, NY 10106

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

NATIONAL CORPORATE RESEARCH, LTD.

Name

1406 Hays Street #2

Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301

City, State, and Zip

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

(An additional article must be added if an effective date is requested)

Signature of a member or in authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Arthur Fefferman

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Conv (Optional)

\$ 5.00 Certificate of Status (Optional)

(((H02000060133 4)))