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*\$155.00*  
April 22, 2002

**MJH**

00865-02827-00676-02963

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32399

600005347236--5  
-04/25/02--01032--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*W02-12701*

RE: SOUTH FLORIDA DAIRY QUEEN, LLC.

Gentlemen:

600005347236--5  
-05/22/02--01013--014  
\*\*\*\*\*76.25 \*\*\*\*\*76.25

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,

CEDRIC E. LEWIS

**FILED**  
02 MAY 20 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

dt  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 3, 2002

CEDRIC E. LEWIS  
PETERSON & MYERS, P.A.  
P.O. DRAWER 7608  
WINTER HAVEN, FL 33883-7608

SUBJECT: SOUTH FLORIDA DAIRY QUEEN, LLC  
Ref. Number: W02000012701

We have received your document for SOUTH FLORIDA DAIRY QUEEN, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 302A00027702

**ARTICLES OF ORGANIZATION  
FOR  
SOUTH FLORIDA DAIRY QUEEN, LLC  
A Florida Limited Liability Company**

The undersigned, desiring to form a professional limited liability company under and pursuant to Chapters 608, Florida Statutes, the Florida Limited Liability Company Act, and Chapter 621, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I**

**Name**

The name of this Company shall be **SOUTH FLORIDA DAIRY QUEEN, LLC**

**ARTICLE II**

**Duration**

The term of existence of the Company shall be perpetual.

**ARTICLE III**

**Mailing and Street Address**

The mailing and street address of the Company is: 1702 Havendale Blvd., Winter Haven, FL 33880.

**ARTICLE IV**

**Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: PATRICK EMANUEL, 1702 Havendale Blvd., Winter Haven, FL 33880.

**ARTICLE V**

**Admission of Additional Members;  
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company and in accordance with applicable law.

**ARTICLE VI**

**Management of Company**

The Company is to be managed by its Members.

**FILED**  
02 MAY 20 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VII**  
**Amendment of Articles of Organization**

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

**ARTICLE VIII**  
**Transferability of Member's Interest**

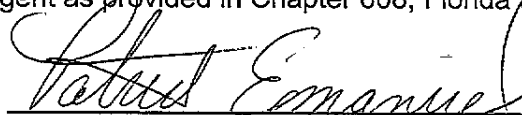
An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Company and in accordance with applicable law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 18<sup>th</sup> day of April, 2002

  
PATRICK EMANUEL, a Member of the Company

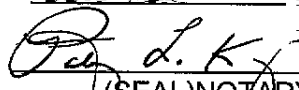
**STATEMENT OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, 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 the accept the obligations of my position as Registered Agent as provided in Chapter 608, Florida Statutes.

 PATRICK EMANUEL

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 2002, by PATRICK EMANUEL, who is personally known to me or produced a Florida drivers license as identification.

  
(SEAL) NOTARY PUBLIC  
PATSY L. KING  
Print Name of Notary

My Commission Expires:



Patsy L. King  
MY COMMISSION # DD047887 EXPIRES  
October 19, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.