

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LD20000019755

White Castle Properties LLC

400006896344--2
-08/05/02--01053--008
***125.00 ***125.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
02 AUG -5 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
02 AUG -5 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[Handwritten initials]

Signature _____

Requested by: *[Signature]* 8/5
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
WHITE CASTLE PROPERTIES, LLC**

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this limited liability company is WHITE CASTLE PROPERTIES, LLC (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (PURPOSE)

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

ARTICLE IV (PRINCIPAL OFFICE)

The street address and mailing address of the Company's initial principal office shall be 550 Northcreek Circle, Pensacola, FL 32514. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine.

02 AUG -5 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE V (REGISTERED AGENT)

The name of the initial registered agent of the Company shall be Gary W. Huston and the street address of the registered agent is 125 W. Romana Street, Suite 800, Pensacola, FL 32501.

IN WITNESS WHEREOF, the undersigned the authorized agent of a member has executed the foregoing Articles of Organization on August 2, 2002.

Gary W. Huston
Gary W. Huston, authorized agent of a Member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on August 2, 2002, by Gary W. Huston, who did not take an oath, who stated that he executed the foregoing instrument as the authorized agent of a member of the limited liability company, and who:

- is/are personally known to me.
- produced current Florida driver's license as identification.
- produced _____ as identification.

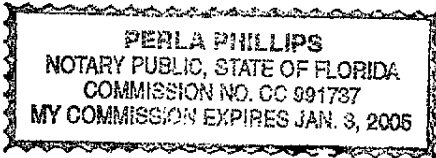
Perla Phillips
Notary Public

02 AUG -5 PM 1:02
SECRETARY OF STATE
JAIL ABASSSE, FLORIDA

APPROVED
AND
FILED

(Notary Seal Must be Affixed)

Perla Phillips
Name of Notary Printed
My Commission Expires: 1-3-05
Commission Number: CC 991737



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted: That WHITE CASTLE PROPERTIES, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 550 Northcreek Circle, Pensacola, FL 32514, has named Gary W. Huston, whose business address is 125 W. Romana Street, Suite 800, Pensacola, FL 32501, as its agent to accept service of process within Florida.

WHITE CASTLE PROPERTIES, LLC

By: *Gary W. Huston*
Gary W. Huston, authorized agent of a Member

ACCEPTANCE

Having been named as registered agent and to accept service of process for WHITE CASTLE PROPERTIES, LLC at the place designated in this certificate, I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608 of Florida Statutes, and I agree to act in that position.

August 2, 2002

Gary W. Huston
Gary W. Huston, Registered Agent

02 AUG -5 PM 1:02
SECRETARY OF STATE
CALLAHAN/SEEKING
FILED

APPROVED
AND
FILED