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August 7, 2002

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 E. Gaines Street  
Tallahassee, FL 32399

800006977168--3  
-08/08/02--01060--010  
\*\*\*125.00 \*\*\*125.00

**RE: Articles of Organization of Florida Pizza Partners, L.L.C.**

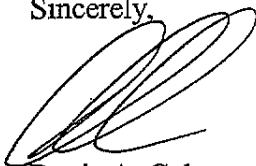
Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Organization of the above-referenced limited liability company. Please file these Articles and return one filed-stamp copy to this office.

Additionally, enclosed is this firm's check made payable to the Florida Secretary of State in the amount of \$125.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Denis A. Cohrs

DAC/pb  
Enclosures

02 AUG - 8 PM '02  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**FLORIDA PIZZA PARTNERS, L.L.C.**

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STATE  
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company is **FLORIDA PIZZA PARTNERS, L.L.C.**

**ARTICLE II**  
**COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company shall commence on August 7, 2002, and it shall thereafter exist for a period of thirty (30) years from such date. This Limited Liability Company may be terminated prior to the expiration of said thirty (30) years, as provided in Article X of these Articles of Organization or in such other manner as determined by the Members and set forth in the Regulations or Operating Agreement governing the this Limited Liability Company.

**ARTICLE III**  
**MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business of this Limited Liability Company shall be:

**1135 South Pasadena Avenue**  
**Suite 327(C)**  
**South Pasadena, Florida 33707**

and such other place or places as the members may from time to time determine.

**ARTICLE IV**  
**REGISTERED AGENT**

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**Denis A. Cohrs**  
**2575 Ulmerton Road, Suite 210**  
**Clearwater, Florida 33762**

**ARTICLE V**  
**REGULATIONS**

The Members of this Limited Liability Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with laws of the State of Florida or these Articles. The power to alter, amend or repeal these Regulations shall be vested in the Members of this Limited Liability Company as decided by majority vote. Such Regulations may be contained in and be part of an Operating Agreement and designated as such.

**ARTICLE VI**  
**MANAGEMENT OF BUSINESS**

The management of this Limited Liability Company shall be vested in the Members who may elect one or more managers to carry out the day to day business affairs of this Limited Liability Company. The election of a manager or managers and the conduct of this Limited Liability Company, pursuant to specific rules regarding rights and duties of Members enumerated in the Regulations or Operating Agreement of this Limited Liability Company, shall at all times remain vested in the Members.

**ARTICLE VII**  
**OWNERSHIP OF PROPERTY**

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

**ARTICLE VIII**  
**TRANSFERABILITY OF MEMBERS' INTEREST**

A Member's interest in this Limited Liability Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Limited Liability Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of this Limited Liability Company.

**ARTICLE IX**  
**ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all Members.

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TALLAHASSEE STATE  
FLORIDA


**ARTICLE X**  
**WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a Member, this Limited Liability Company shall cease and terminate its existence; unless the Members unanimously elect to continue in business pursuant to the applicable provisions of the Regulations or Operating Agreement.

**ARTICLE XI**  
**AMENDMENTS**

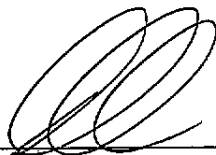
These Articles, except with respect to the vested rights of the Members, may be amended from time to time by a majority of the Members, and the amendments shall be filed, duly signed by all Members of the Limited Liability Company, with the Florida Department of State. All Members of the Limited Liability Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 6 day of August, 2002.

  
\_\_\_\_\_  
Lisa Bertrand, authorized agent

**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



\_\_\_\_\_  
**Denis A. Cohrs**

Date: August 6, 2002

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STATE  
TALLAHASSEE, FLORIDA

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