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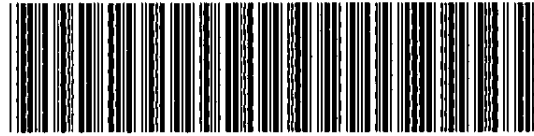
(Business Entity Name)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR

MAR 29 2011

EXAMINER

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

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ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 03/29/2011

REF. #: RA2315.145406

CORP. NAME: E-BRANDS RESTAURANTS, LLC

- ARTICLES OF INCORPORATION       ARTICLES OF AMENDMENT       ARTICLES OF DISSOLUTION
- ANNUAL REPORT       TRADEMARK/SERVICE MARK       FICTITIOUS NAME
- FOREIGN QUALIFICATION       LIMITED PARTNERSHIP       LIMITED LIABILITY
- REINSTATEMENT       MERGER       WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER: AMENDED & RESTATED ARTICLES OF ORGANIZATION

STATE FEES PREPAID WITH CHECK# 539144 FOR \$ 60.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY       CERTIFICATE OF GOOD STANDING       PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
E-BRANDS RESTAURANTS, LLC**

The undersigned, a Member representative of E-Brands Restaurants, LLC, a Florida Limited Liability Company (the "Company"), in accordance with the approval of the members of the Company, adopts the following Amended and Restated Articles of Organization, which amend and restate and supersede the Articles of Organization of the Company:

1. The name of the limited liability company is E-Brands Restaurants, LLC.
2. The original Articles of Organization of the Company were filed with the Florida Secretary of State on September 18, 2001.
3. The Amended and Restated Articles of Organization of the Company were approved by unanimous approval of the members, were duly executed, and are being filed in accordance with Florida Statutes Section 608.411.
4. The Amended and Restated Articles of Organization of the Company are as follows:

**ARTICLE I - Name:**

The name of the limited liability company is E-Brands Restaurants, LLC (the "Company").

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the limited liability company is 9350 Conroy Windermere Road, Windermere, Florida 34786.

**ARTICLE III - Duration:**

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IV - Management:**

The Company is to be managed by its Members, unless and until one or more managers are elected in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers, if any, shall be elected as described in the Operating Agreement.

**ARTICLE V - Admission of Additional Members:**

The Company shall admit new Members only in accordance with the Operating Agreement of the Company.

**ARTICLE VI - Adoption of Operating Agreement:**

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

**ARTICLE VII - Registered Agent and Office:**

The registered agent for the Company shall be CorpDirect Agents, Inc., and the street address of the Company's registered office is 515 E. Park Avenue, Tallahassee, Florida 32301.

**ARTICLE VIII - Amendments:**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE IX - Indemnification:**

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the

Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

**ARTICLE X – Continuation of Business:**

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon 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.

IN WITNESS WHEREOF, the undersigned Member representative has executed these Amended and Restated Articles of Organization as of this 29<sup>th</sup> day of March, 2011.

  
\_\_\_\_\_  
Barry Goff

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the limited liability company is E-Brands Restaurants, LLC.
  
2. The name and address of the registered agent and office is:

CorpDirect Agents, Inc.  
515 E Park Avenue  
Tallahassee, Florida 32301

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.

CORPDIRECT AGENTS, INC.

By: Katie Wonsch  
Name: Katie Wonsch  
Title: Assistant Secretary

Dated this 29<sup>th</sup> day of March, 2011.