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October 14, 2002

(4) 10/17 FLUC

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Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **Articles of Organization of Reel Big Subs L.L.C.**

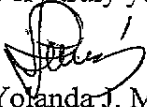
Dear Sir/Madam:

Enclosed please find for filing with your office, original and one copy of the Articles of Organization of the above-referenced corporation. Also enclosed is the firm's check, payable to the Secretary of State in the amount of \$125.00, which represents \$100.00 for filing fee and \$25.00 for Designation of Registered Agent.

We would appreciate if you would return a stamped copy for our records, in the self-addressed stamped envelope, which is attached hereto.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to contact our office.

Very truly yours,

  
Yolanda J. Marquez  
Assistant to  
Sandra L. Test, Esquire

:ym  
Encl

FILED  
02 OCT 17 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**REEL BIG SUBS L.L.C.**  
**a Florida Limited Liability Company**

**ARTICLE I**

**Name of Company**

The name of this Company is: REEL BIG SUBS, L.L.C.

**ARTICLE II**

**Duration**

The period of duration for this Limited Liability Company shall be perpetual.

**ARTICLE III**

**Mailing and Street Address of Company**

The mailing and street address of this Company is: 9850 Dominican Drive, Miami,  
FL 33189. ..

**ARTICLE IV**

**Management**

The Company shall be managed by the members and is, therefore, a manager-managed company, and the name and address of the initial managing member is set forth below:

RON J. DERRICK

9850 Dominican Drive  
Miami, FL 33189

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TALLAHASSEE FLORIDA

## **ARTICLE V**

### **Return of Capital**

No member shall have the right to demand the return of his or her contribution to capital, except as provided in the Company's Regulations then in existence.

## **ARTICLE VI**

### **Amendment to Articles of Organization**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon affirmative vote of a majority of all the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

## **ARTICLE VII**

### **Amendment of Regulations**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provisions of the Regulations upon affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company.

## **ARTICLE VIII**

### **Registered Agent, Registered Office, & Registered Agent's Signature**

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

Sandra L. Test, Esq.  
John H. Test, P.A.  
8900 SW 117 Avenue  
Suite B-105  
Miami, FL 33186


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 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.

  
SANDRA L. TEST

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.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 1st day of October, 2002.

Initial Member:

  
RON J. DERRICK