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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER, P.
Account Number : 076064003722
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Grin City Studios Franchise, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3-5-03

AUDIT NO. H030000703980

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is Grin City Studios Franchise, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 40 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 2111 E. Michigan Street, Suite 200, Orlando, Florida 32806.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory M. Nordt, 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the initial managers who are to serve as managers are:

Joseph Sleiman
2111 E. Michigan Street, Suite 200
Orlando, Florida 32806

Gregory Dobbs
2111 E. Michigan Street, Suite 200
Orlando, Florida 32806

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MAR. 5. 2003 8:41AM

NO. 249 P. 3/4

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Whereof, the undersigned member has executed these Articles the 5th day of March, 2003.



Gregory M. Nordt
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
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:

Grin City Studios Franchise, L.L.C.

2. The name and address of the registered agent and office is:

Gregory M. Nordt
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

By:


Gregory M. Nordt
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

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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.


(Signature)

3/5/03
(Date)