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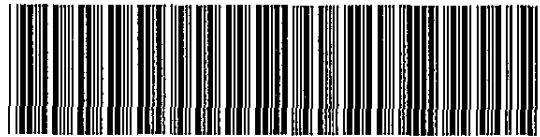
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# CAPITAL CONNECTION, INC.

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

Statesboro BBQ, LLC

Signature \_\_\_\_\_

Requested by: W/L

Name \_\_\_\_\_

Date 3/27

Time 11:00

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Art of Inc. File \_\_\_\_\_

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☒ L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

☒ Annual Report / Reinstatement \_\_\_\_\_

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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 \_\_\_\_\_

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ARTICLES OF ORGANIZATION

OF

STATESBORO BBQ, LLC

FILED  
MAR 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AGREEMENT made as of the 25<sup>th</sup> day of March, 2003, by  
WILLIAM F. KOSS, WILLIAM D. OLINGER, WILLIAM D. OLINGER, III,  
CHARLES T. OLINGER, and BRIAN OYENARTE, (hereinafter the Members or  
individually the Member);

NOW THEREFORE, it is mutually agreed as follows:

ARTICLE I

FORMATION OF LIMITED LIABILITY COMPANY

The Members hereby create a limited liability company (the  
"LLC") under Chapter 608, Florida Statutes, the laws of the State  
of Florida (the "Act") for the purposes described in Article III  
below.

ARTICLE II

NAME

The name of the LLC shall be STATESBORO BBQ, LLC, or such  
other name selected by the Members as may be acceptable to the  
appropriate recording official of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

The general nature of the business or businesses to be  
transacted and which the LLC is authorized to transact, in addition  
to those authorized by the laws of the State of Florida, and the  
powers of the LLC, shall be as follows:

1. To engage in any activity or business authorized under  
the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To act as the General Partner of, and to manage limited partnerships that own, operate and conduct full service restaurants and delicatessen restaurants of every kind and nature; to furnish, equip, and manage restaurants, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food, beverages, alcoholic and nonalcoholic, and other preparations and refreshments of all kinds.

4. To conduct the business of catering in all its lines; to take charge of an plan, prepare, and serve banquets, breakfast, and dinners; to furnish waiters and waitresses for such banquets, breakfast, and dinners and generally to do everything done by those engaged in a similar line of business.

5. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

6. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to

perform and carry out, assign, cancel, or rescind any of such contracts.

7. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, general partnership, limited partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

8. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

9. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the

LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### PRINCIPAL PLACE OF BUSINESS

The mailing address of the principal office of the LLC shall be 2700-A NW 43<sup>rd</sup> Street, Gainesville, Florida 32606, and the street address of the principal office of the LLC shall be 2700-A NW 43<sup>rd</sup> Street, Gainesville, Florida 32606, or at such other location as may be agreed in writing by the Members.

#### ARTICLE V

##### DURATION

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions with a total value of One Thousand Dollars (\$1,000.00) cash shall be contributed to the LLC by the Members in proportion to their respective percentage interest in the LLC.

In addition to the above, the Members shall make such additional capital contributions as are agreed upon by a vote of the majority of the Members of the LLC.

#### ARTICLE VII

##### LIMITED LIABILITY COMPANY POWERS

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Manager of this LLC. This

article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

#### ARTICLE VIII

##### MANAGEMENT

The LLC is to be managed by a manager, and is, therefore, a manager-managed company.

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TALLAHASSEE, FLORIDA

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 2700-A NW 43<sup>rd</sup> Street, City of Gainesville, County of Alachua, State of Florida 32606, and the name of its initial registered agent at such address is WILLIAM D. OLINGER, III.

#### ARTICLE X

##### RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by the written consent of a majority in interest of the Members of the LLC. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being the original members of the LLC, hereby certify that the foregoing constitutes the proposed Articles of

Organization of STATESBORO BBQ, LLC, a Florida limited liability company.

ARTICLE XI

AMENDMENT TO ARTICLES OF ORGANIZATION

The Members of the LLC reserve the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the Members herein are granted subject to this reservation. Every such amendment shall be approved by a majority in interest of the Members of the LLC.

IN WITNESS WHEREOF, WE have signed these Articles of Organization and acknowledged them to be my act this 25<sup>th</sup> day of March, 2003.

William F. Koss  
WILLIAM F. KOSS, MEMBER  
William D. Olinger  
WILLIAM D. OLINGER, MEMBER  
William D. Olinger III  
WILLIAM D. OLINGER, III, MEMBER  
Charles T. Olinger  
CHARLES T. OLINGER, MEMBER  
Brian Pyenarte  
BRIAN PYENARTE, MEMBER

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25th day of March, 2003, by WILLIAM F. KOSS, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [ ☒ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_ as identification.

Alison J Mathena  
Notary Public  
Printed Name:  
Commission No.:




Alison J. Mathena  
MY COMMISSION # DD016647 EXPIRES  
July 18, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.




STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25th day of March, 2003, by **WILLIAM D. OLINGER**, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [ ☒ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_ as identification.

Alison J Mathena  
Notary Public  
Printed Name:  
Commission No.:  **Alison J. Mathena**  
MY COMMISSION # DD016647 EXPIRES  
July 18, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25th day of March, 2003, by **WILLIAM D. OLINGER III**, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [ ☒ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_ as identification.

Alison J Mathena  
Notary Public  
Printed Name:  
Commission No.:  **Alison J. Mathena**  
MY COMMISSION # DD016647 EXPIRES  
July 18, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF ALACHUA


The foregoing instrument was acknowledged before me this 25th day of March, 2003, by **CHARLES T. OLINGER**, [ ] who has produced a driver's license issued within 5 years from date as identification; OR [ ☒ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_ as identification.

Alison J Mathena  
Notary Public  
Printed Name:  
Commission No.:  **Alison J. Mathena**  
MY COMMISSION # DD016647 EXPIRES  
July 18, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25th day of March, 2003, by **BRIAN OYENARTE**, [ ☒ ] who has produced a driver's license issued within 5 years from date as identification; OR [ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_ as identification.

DL # FL0563-077-73-301-0

Alison J Mathena  
Notary Public  
Printed Name:  
Commission No.:  **Alison J. Mathena**  
MY COMMISSION # DD016647 EXPIRES  
July 18, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

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03 MAR 27 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.415 or 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 **STATESBORO BBQ, LLC.**

(2) The name and address of the registered agent and office is **WILLIAM D. OLINGER, III, 2700-A NW 43<sup>rd</sup> Street, Gainesville, Florida 32606.**

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 3/21/03

  
\_\_\_\_\_  
WILLIAM D. OLINGER, III  
Registered Agent