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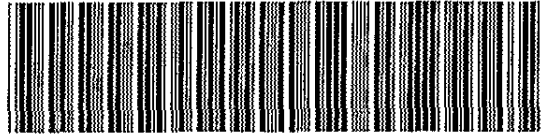
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RICHARD L. PEARSE, JR., P.A.
LAWYERS

RICHARD L. PEARSE, JR.
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DEBRA A. BERGERON,
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OF COUNSEL,
PIERRO & ASSOCIATES, LLC
ALBANY, NEW YORK
NEW YORK, NEW YORK
MEMBERS NOT ADMITTED
IN FLORIDA

April 1, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization of
3 Way Chili, L.L.C.

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Organization and Statement Designating Registered Agent for the referenced limited liability company. A check in the amount of \$155.00 is also enclosed for the filing and certified copy fee.

Please return one certified copy of the Articles of Organization to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,

Richard Pearse/dab

Richard L. Pearse, Jr.

RLP/dab

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF 3 WAY CHILI, L.L.C.

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, §§608.401-608.703, Florida Statutes.

1. *Name.* The name of the limited liability company is 3 Way Chili, L.L.C.
2. *Registered Office; Registered Agent.* The street address of the registered office in Florida is 1239 S. Myrtle Avenue, Clearwater, FL 33756-3469. The name of the registered agent at that address is Richard L. Pearce, Jr., who is a member of The Florida Bar.
3. *Mailing Address.* The mailing address of the company's principal place of business in Florida is 4707 - 140th Avenue North, Suite 315, Clearwater, FL 33762.
4. *Name and Address of Organizer.* The name and business address of the organizer of the limited liability company is:

Richard L. Pearce, Jr.
1239 S. Myrtle Avenue
Clearwater, FL 33756-3469

The organizer is the authorized representative of the initial members whose names and addresses are:

Kevin Harrington
850 Pinellas Point Dr. S
St. Petersburg, FL 33705

Tim Harrington
7400 14th Street North East
St. Petersburg, FL 33702

Mike Harrington
485 Abbeywood Dr.
Roswell, GA 30075

Charlie Harrington
3047 Alpine Terrace
Cincinnati, OH 45208

Steve Carson
7781 Coldstream Woods Dr.
Cincinnati, OH 45255

Mel Arthur
1645 Pinellas Bay Way S.
Penthouse C7
Tierra Verde, FL 33715

Brian Knobbs
14804 58th Street North
Clearwater, FL 33760

5. *Duration.* The period of duration of 3 Way Chili, L.L.C., is perpetual.
6. *Form of Management.* The management of 3 Way Chili, L.L.C., shall be vested pursuant to the Operating Agreement in managers. The managers initially shall be named in the Operating Agreement and shall thereafter be appointed by the members in accordance with the provisions of the Operating Agreement. The managers shall have the exclusive right to control and manage 3 Way Chili, L.L.C. The members shall not take part in the management and control of 3 Way Chili, L.L.C., and shall have no power to bind 3 Way Chili, L.L.C.

7. *Purpose.* 3 Way Chili, L.L.C., has been formed for the following purposes: to own, operate, one or more retail restaurants under the name "3 Way Chili"; to engage in the preparation and dine-in or carry-out sale of food and beverages for retail consumption; to design and franchise proprietary methods of operation, food recipes, food preparation, and restaurant management and marketing; to engage in all transactions reasonably necessary or incidental to the foregoing, and to conduct or promote any lawful business or purpose permitted by the laws of Florida.


8. *Right To Continue Business.* In the event of 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 3 Way Chili, L.L.C., the remaining members have the right under the operating agreement to continue the business of 3 Way Chili, L.L.C.

9. *Tax Treatment.* 3 Way Chili, L.L.C., is intended to be treated as a partnership for purposes of federal income taxation.

10. *Certificate of Membership.* A member's interest in 3 Way Chili, L.L.C., may be evidenced by a certificate of membership interest issued by the limited liability company, which may be assigned or transferred. The right to assign or transfer a member's interest in 3 Way Chili, L.L.C., is limited by the provisions of any Buy-Sell Agreement among the members of the company which is noted or referred to on the certificate of membership interest.

11. *Capital and Additional Members.* Members shall not be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, I have executed these articles on this March 31, 2003:



Richard L. Pearce, Jr., Organizer and
Authorized Representative of Members

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this April 1, 2003, by Richard L. Pearce, Jr., who was personally known to me or who produced the following evidence of his identity: _____



Debra A. Bergeron
MY COMMISSION # DD107841 EXPIRES
July 14, 2006
BONDED THRU TROY FAIN INSURANCE, INC.


Print Name: _____
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires: _____

STATEMENT DESIGNATING REGISTERED AGENT
FOR
3 WAY CHILI, L.L.C.

STATE OF FLORIDA
COUNTY OF PINELLAS

Pursuant to the provisions of §608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is 3 WAY CHILI, L.L.C.
2. The name of the registered agent for 3 WAY CHILI, L.L.C., is RICHARD L. PEARSE, JR., and the street address of the company's principal office where the agent is located is 1239 S. Myrtle Avenue, Clearwater, FL 32756.
3. This statement is to acknowledge that, as indicated above, 3 WAY CHILI, L.L.C., has appointed me, RICHARD L. PEARSE, JR., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 this 31st day of March, 2003.


RICHARD L. PEARSE, JR.

The foregoing instrument was acknowledged, sworn to, and subscribe before me on this April 1, 2003, by RICHARD L. PEARSE, JR., who was personally known to me or who produced the following proof of his identity: Florida Driver License.



Debra A. Bergeron
MY COMMISSION # DD107841 EXPIRES
July 14, 2006
BONDED THRU TROY FAIN INSURANCE, INC.


Print Name: _____
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires: _____