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RICHARD L. PEARSE, JR., P.A.  
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RICHARD L. PEARSE, JR.  
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OF COUNSEL:  
PIERCE & ASSOCIATES, LLC  
ALBANY, NEW YORK  
NEW YORK, NEW YORK  
MEMBERS NOT ADMITTED  
IN FLORIDA

April 15, 2003

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314-6327

Re: Articles of Correction to Articles  
of Organization of 3 Way Chili, L.L.C.  
Document Number L03000012119

Gentlemen:

Enclosed please find for filing the original and one copy of  
Articles of Correction to Articles of Organization of the  
referenced Florida limited liability company.

Please return a certified copy of the Articles of Correction  
to Articles of Organization of the limited liability company.

Enclosed is our firm check in the amount of \$55.00 to cover  
the filing fee for the Articles of Correction and the  
certification fee for the requested certified copy.

Thank you for your prompt attention to this matter.

Sincerely yours,



Richard L. Pearse, Jr.

RLP/hs  
Enc.

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

The undersigned hereby executes and acknowledges the following Articles of Correction to the Articles of Organization of 3 Way Chili, L.L.C., a Florida limited liability company (the "limited liability company") pursuant to §608.4115, Florida Statutes.

1. *Name.* The name of the limited liability company is 3 Way Chili, L.L.C.

2. *Description of Filed Articles of Organization.* The articles of organization of the limited liability company were filed on April 3, 2003, and assigned document number L03000012119.

3. *Specification of Incorrect Statement.* The incorrect statement in the filed articles of organization of the limited liability company is set forth in paragraph 3 of said articles, to wit:

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.

The statement is incorrect because the mailing address of the company as set forth in paragraph 3 is incorrect as the result of a clerical or typographical error in the preparation of the originally filed articles of organization of the limited liability company.

4. *Correction.* The corrected statement of the mailing address of the limited liability company is as follows:

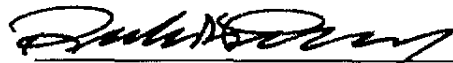
3. *Mailing Address.* The mailing address of the company's principal place of business in Florida is 850 Pinellas Point Drive South, St. Petersburg, FL 33705.

5. *Person Signing.* The name and business address of the person signing these articles of correction to articles of organization of the limited liability company is:

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

Such person is the organizer of the limited liability company and is the authorized representative of the members of the limited liability company whose names and addresses are set forth in the articles of organization.

IN WITNESS WHEREOF, I have executed these articles of correction on this April 15, 2003.



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

STATE OF FLORIDA  
COUNTY OF PINELLAS

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The foregoing instrument was acknowledged before me on this April 15, 2003, by Richard L. Pearce, Jr., who was personally known to me or who produced the following evidence of his identity: STATE OF FLORIDA

Debra A. Bergeron  
Print Name: \_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA  
My commission expires: \_\_\_\_\_



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

ARTICLES OF CORRECTION TO  
ARTICLES OF ORGANIZATION OF  
3 WAY CHILL, L.L.C.

Page 2 of 2

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. Pearse, 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. Pearse, 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.

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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.

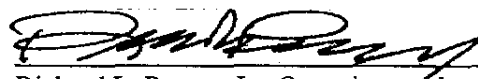
8. *Right To Continue Business.* In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in 3 Way Chili, L.L.C., the remaining members have the right under the operating 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 FAIR 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 33756.
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: \_\_\_\_\_