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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAWRENCE C. SCHILL, P.A.

Attorney at Law

Admitted in Florida and Alabama

POST OFFICE BOX 710
PENSACOLA, FL 32591-0710
850.438.0955

226 PALAFOX PLACE, 6TH FLOOR
PENSACOLA, FL 32501
850.438.2620 (Facsimile)

April 11, 2003

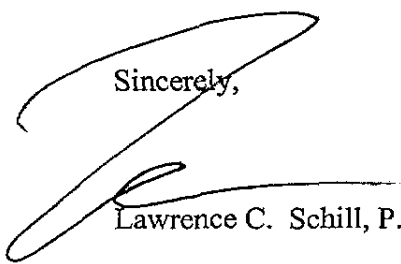
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: Great Southern Restaurant Group, LLC

Enclosed for filing is an originally executed set of Articles of Organization for Great Southern Restaurant Group, LLC, and a check for \$130.00 for filing (\$100.00 filing fee, \$25.00 registered agent designation, and \$5.00 for the Certificate of Status).

Thank you for your assistance

Sincerely,


Lawrence C. Schill, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GREAT SOUTHERN RESTAURANT GROUP, LLC**

The undersigned, a member of this limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (2002), adopt the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I

Name

The name of the Company is GREAT SOUTHERN RESTAURANT GROUP, LLC.

ARTICLE II

Duration

The Company's existence shall begin on the date and time these Articles of Organization are filed by the Florida Department of State and shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The Company's mailing address and the street address of its principal office are:

Mailing address: P.O. Box 710
Pensacola, FL 32591-0710

Street address: 226 Palafox Place
Sixth Floor
Pensacola, FL 32501

ARTICLE IV

Initial Registered Agent

Lawrence C. Schill is the Company's initial registered agent. The mailing and street address for the registered agent is:

Mailing Address: P.O. Box 710
Pensacola, Florida 32591-0710

Street Mailing Address: 226 Palafox Place
Sixth Floor
Pensacola, FL 32501

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ARTICLE V
Management

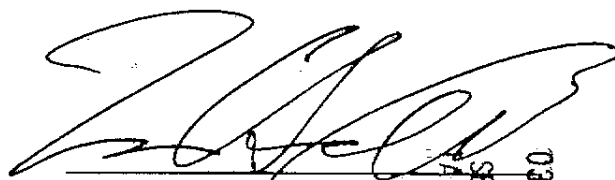
The Company shall be managed by its members.

ARTICLE VII
Other Provisions

1. The remaining member or members of the Company may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

2. No member of the Company shall be an agent of the Company solely by virtue of being a member.

Dated this 11th day of April, 2003.

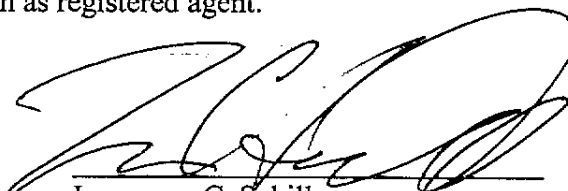

Lawrence C. Schill,
Authorized Representative

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 11th day of April, 2003.


Lawrence C. Schill
226 Palafox Place
Sixth Floor
Pensacola, FL 32501
Registered Agent