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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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W03-11063

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From: DAN FRIEBIS (386)788-6057
DANIEL FRIEBIS & ASSOCIATES
3890 TURTLE CREEK DRIVE
SUITE B-1
PORT ORANGE, FL, 32127

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 2003

DAN FRIEBIS
3890 TURTLE CREEK DRIVE
SUITE B-1
PORT ORANGE, FL 32127

SUBJECT: MINNESOTA RESTAURANT INVESTMENTS, LLC
Ref. Number: W03000011063

We have received your document for MINNESOTA RESTAURANT INVESTMENTS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 703A00023169

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

Minnesota Restaurant Investments, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is Minnesota Restaurant Investments, LLC.

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address/Mailing Address of Principal Office. The address of the principal office of the limited liability company is 8 Broad Creek Circle - Ormond Beach, Florida 32174.

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:
W. Timothy Curtis
8 Broad Creek Circle
Ormond Beach, Florida 32174


8. Additional Members. The names and addresses of additional members(s) are as follows:

9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business 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 limited liability company as further set forth in the Operating Agreement of the limited liability company.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Executed this date 4/11/03


W. Timothy Curtis
Member

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is Minnesota Restaurant Investments, LLC
2. Registered Office. The address of the registered office of the limited liability company is 3890 Turtle Creek Drive - Suite B-1 - Port Orange, Florida 32127.
3. Registered Agent. Daniel S. Fricbis, is appointed, and by his signature below accepts appointment, to act as the Registered Agent of Minnesota Restaurant Investments, LLC.

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.

Daniel S. Fricbis