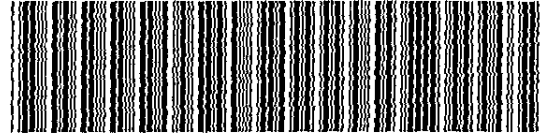


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ATTORNEY AT LAW
THE FINANCIAL CENTER
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FORT MYERS, FLORIDA 33907
(941) 277-9000 FAX (941) 277-9100

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 25, 2003

New Filings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Friendly Frankies, III, L.L.C.
Articles of Organization

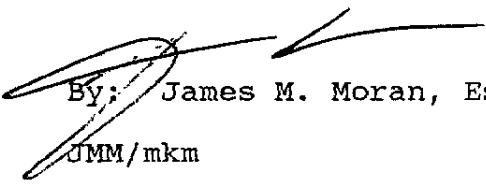
Dear Sir or Madam,

Enclosed please find the Articles of Organization for the above referenced corporation.

If you should have any questions, please do not hesitate to give me a call.

Sincerely,

James M. Moran, P. A.


By: James M. Moran, Esquire

JMM/mkm

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ARTICLES OF ORGANIZATION OF FRIENDLY FRANKIES III, L.L.C.,
a Florida Limited Liability Company.

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the authority for the conduct of business of the limited liability company pursuant to the requirements of Florida Law.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Friendly Frankies III, L.L.C., located at 5995 South Pointe Boulevard, Fort Myers, Florida, 33919, as both its principal office and mailing address. It shall have the power and authority to establish branch offices at any other place or places as the members may designate. The members will maintain the above address as both the mailing and principal office address.

ARTICLE II

PURPOSE AND POWERS

The company shall have the ability to conduct all lawful business permitted in the State of Florida.

ARTICLE III

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5995 South Pointe Boulevard, Fort Myers, Florida 33919, and the name of the company's initial registered agent at that address is John Kresovsky.

ARTICLE IV

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted

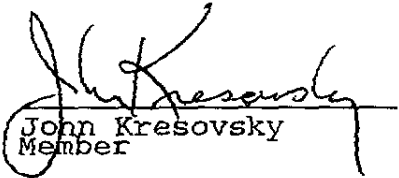
by the members.

ARTICLE V

EXECUTION

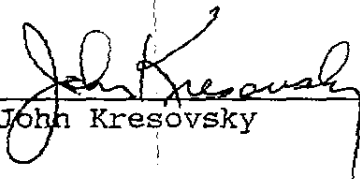
The undersigned, being an original member of the above limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Friendly Frankies III, L.L.C.

Executed by the undersigned at Fort Myers, Florida on this 25th day of June, 2003.


John Kresovsky
Member

ACCEPTANCE BY REGISTERED AGENT

Before me appeared this day, John Kresovsky, 5995 South Pointe Boulevard, Fort Myers, Florida 33919, hereby acknowledges that she is familiar with and accepts the duties and responsibilities as registered agent for said Limited Liability Company known as Friendly Frankies III, L.L.C., and certifies that the address listed above is a true and correct address for him as registered agent.



John Kresovsky

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 25th day of June, 2003, by John Kresovsky, and

_____ he/she is personally known to me, OR
FL DRIVERS LICENSE

X has produced K62N-4TT-44-D88-D as identification, and


Notary Public
Commission Number:

