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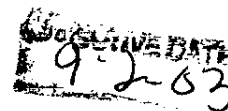
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LO3-34088 *al*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 3, 2003

GEORGE COWARD  
P.O. BOX 916  
LAKELAND, FL 33802-0916

SUBJECT: STAR PIZZA BOX OF ARIZONA, L.L.C.  
Ref. Number: W03000025085

We have received your document for STAR PIZZA BOX OF ARIZONA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 403A00049177

**George T. Coward**  
**Attorney at Law**

1915 South Florida Avenue  
Post Office Box 916  
Lakeland, Florida 33802-0916

August 29, 2003

Telephone  
(863) 683-7596  
FAX  
(863) 686-2091

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Star Pizza Box of Arizona, L.L.C.

Enclosed please find for filing the original and one copy of the Articles of Organization for a new Florida Limited Liability Company, named:

Star Pizza Box of Arizona, L.L.C.

Also please find our check in the amount of \$125.00 for the following filing fees and costs:

Filing fee	\$ 100.00
Registered Agent's Designation	<u>25.00</u>
	<u>\$ 125.00</u>

Thank you.

Sincerely yours,

*Stephanie M. Miklavcic*

Stephanie M. Miklavcic  
Secretary

enclosures

**George T. Coward**  
**Attorney at Law**

1915 South Florida Avenue  
Post Office Box 916  
Lakeland, Florida 33802-0916

September 8, 2003

Telephone  
(863) 683-7596  
FAX  
(863) 686-2091

Florida Department of State  
Division of Corporations  
Corporate Records  
P.O. Box 6327  
Tallahassee, Fl. 32314

Attn: Tammi Cline

Re: Letter Number 403A00049177  
Star Pizza Box of Arizona, L.L.C.  
Ref. No.: W03000025085

Dear Ms. Cline:

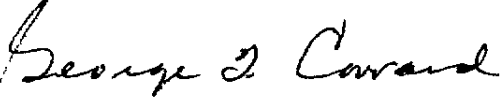
I am in receipt of your above-referenced letter and am returning a corrected Articles of Organization and one (1) copy per your instructions.

You did not return the filing fees so I assume my check for \$125.00 was processed or held.

Thank you for your assistance.

Please call me or Stephanie at (863) 683-7596 if the Articles are not corrected.

Sincerely yours,



George T. Coward  
GTC/smm

enclosures

SEP 11 2003  
FBI - TAMPA

ARTICLES OF ORGANIZATION  
OF  
STAR PIZZA BOX OF ARIZONA, L.L.C.

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be STAR PIZZA BOX OF ARIZONA, Limited Liability Company, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the company is: 6098 Highway 98 South P.O. Box 1795  
Lakeland, Fl. 33813 Highland City, Fl. 33846

EXPIRATION DATE  
9-2-03

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as prescribed by these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The names and street address of the company in the State of Florida are: George T. Coward, Attorney  
1915 South Florida Avenue  
Lakeland, Florida 33803

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company in cash or property.

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of the remaining members.

#### ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provision for the regulations and management of the affairs of the company not inconsistent with the laws or these

articles of organization. The name and address of the initial manager of the company are:

Halden L. Porter  
6098 Highway 98 South  
Lakeland, Fl. 33813

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed the Articles of Organization at Lakeland, Florida, on the 29<sup>th</sup> day of August, 2003.

Halden L. Porter

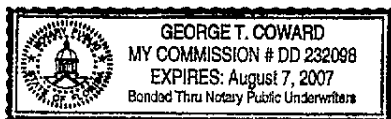
Halden L. Porter  
Printed Name - Manager, Sole Member  
President - Star Pizza Box of  
Florida, Inc.

Sworn to and subscribed before me by Halden L. Porter, who is personally known x or Showed ID of August, 2003, this 29<sup>th</sup> day

My commission expires:

George T. Coward  
Notary Public

George T. Coward  
Printed Name



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTER OFFICE

Under the provisions of Florida Statutes 608.415 or 608.507,  
STAR PIZZA BOX OF ARIZONA , Limited Liability  
Compnay (L.L.C.), submits the following statement to designate  
a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is:

STAR PIZZA BOX OF ARIZONA, L.L.C.

2. The name and street address of the registered agent in  
Florida are:

George T. Coward, Attorney  
1915 South Florida Avenue  
Lakeland, Florida 33803

The undersigned, being the person named on the Articles of  
Organization of STAR PIZZA BOX OF ARIZONA , L.L.C., as  
the registered agent of this limited liability company, hereby  
consents to accept service of process for the above-stated  
company at the place designated in the Articles of Organization,  
and accepts the appointment as Registered Agent and agrees to  
act in this capacity. The undersigned further agrees to comply  
with the provisions of all statutes relating to proper and  
complete performance of his or her duties, and is familiar with  
and accepts the obligations of the positions of registered agent.

George T. Coward  
Registered Agent

George T. Coward  
Printed Name