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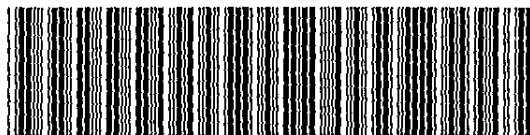
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TALLAHASSEE, FLORIDA

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ALSO ADMITTED TO:
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**TN AND AR BARS

September 3, 2003

VIA FEDEX

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

Re: TSO Enterprises, LLC
K & R File No. 1903.0101

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TALLAHASSEE, FLORIDA

To Whom it May Concern:

The enclosed Articles of Organization (two copies) and fees in the amount of \$160.00 are submitted for filing. The fees cover filing fees for the Articles of Organization, designation of the registered agent, issuance of a certified copy of the Articles of Organization, and issuance of a Certificate of Status.

Please return all correspondence concerning this matter to the following:

Robert M. Ritchey, Esquire
Kaufman & Rothfeder, P.C.
Post Office Drawer 4540
Montgomery, Alabama 36103-4540

For further information concerning this matter, please call Robert M. Ritchey at (334) 244-1111.

Yours very truly,

KAUFMAN & ROTHFEDER, P.C.


Robert M. Ritchey

RMR/r
Enclosures

xc: R. Paul Hudson

**ARTICLES OF ORGANIZATION
OF
TSO ENTERPRISES, LLC**

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FLORIDA

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I

NAME

The name of the limited liability company is **TSO ENTERPRISES, LLC** (the "Company").

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is:

Principal Office Address:

4043 Baymeadows Road
Suite C
Jacksonville, Florida 32217

Street Address:

4043 Baymeadows Road
Suite C
Jacksonville, Florida 32217

ARTICLE III

**REGISTERED AGENT, REGISTERED OFFICE
& REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the Company's initial registered agent are:

James M. Lenhard
4043 Baymeadows Road,
Suite C
Jacksonville, Florida 32217

Attached to these Articles of Organization is a Certificate of the Registered Agent evidencing acceptance of the appointment as registered agent, and agreement to act in this capacity and to comply with the provisions of all applicable statutes.

ARTICLE IV

MANAGEMENT

The Company shall be managed by one or more Managers. The name and business address of the initial Manager is:

<u>Title:</u>	<u>Name and Address</u>
Manager	R. Paul Hudson 101 Hudson Street Troy, Alabama 36561

Managers need not be Members. The number of Managers may be increased or decreased from time to time by the Members as provided in the Operating Agreement. A Manager may be removed and replaced by the Members as provided in the Operating Agreement.

ARTICLE V

PERIOD OF DURATION

The term for which the Company is to exist shall commence on the date these Articles of Organization are filed in the Office of the Florida Department of State, and shall continue until the Company shall be dissolved (i) upon the written consent of all of the Members, (ii) as provided in the Company's Operating Agreement, or (iii) by an act or event specified by law, including the Act.

ARTICLE VI

PURPOSE

The Company is formed to transact any and all lawful business for which a limited liability company may be organized under the Act, including, but not limited to the following:

(i) To own and operate a single or multi-unit business featuring delivery, take-out and catering of food or other items specified by Steak-Out Franchising, Inc. or its affiliates, and their successors or assigns, from time to time, and marketing incidental thereto;

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(ii) To own and/or operate franchises featuring home and office delivery, take-out, catering and/or other restaurant units under identified service marks, including, but not limited to, the service mark "Steak-Out;"

(iii) To acquire, own, operate, manage, mortgage, encumber, sell, exchange, or otherwise dispose of and/or deal with investments for the production of income and profit; (iv) acquiring, developing, constructing, owning, leasing, operating, managing, mortgaging, encumbering, selling, exchanging, or otherwise disposing of and/or dealing with property both real and personal; and (v) engaging in any and all activities related or incidental to the business of the Company.

(iv) To acquire, develop, construct, own, lease, operate, manage, mortgage, encumber, sell, exchange, or otherwise dispose of and/or deal with property, both real and personal; and

(v) To engage in any and all activities related to or incidental to the business of the Company.

ARTICLE VII

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII

CONTINUATION UPON WITHDRAWAL OF MEMBER

The existence of the Company shall continue upon the death, incapacity, retirement, resignation, expulsion, withdrawal, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Cessation of Membership"), as long as there are at least one remaining Member and that Member carries on the business of the Company (any such remaining Member being hereby authorized to carry on the business of the Company), or within ninety (90) days after the Cessation of Membership of the last Member, all of the holders

of the financial rights in the Company agree, in writing, to continue the legal existence and business of the Company, and to the appointment, effective as of the date of such event, of one or more additional Members.

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ARTICLE IX

MEMBERS

The name and address of the initial members of the Company are set forth on **Exhibit "A"** attached to these Articles of Organization.

ARTICLE X

OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles of Organization.

ARTICLE XI

LIABILITIES OF MEMBER(S) AND MANAGER(S)

Neither the Member(s) nor the Manager(s) of the Company shall be liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

IN WITNESS WHEREOF, the following Member has executed these Articles of
Organization on this 4 day of Sept, 2003.

Signature of a member or authorized
representative of a member. *(In accordance
with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation
under the penalties of perjury that the facts stated
herein are true.)*

**R. PAUL HUDSON,
MEMBER**


R. Paul Hudson

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FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

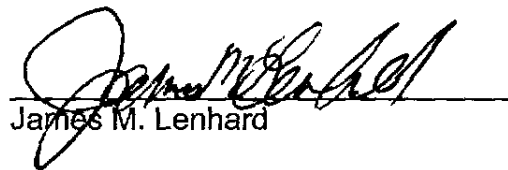
PURSUANT TO THE PROVISIONS OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, CHAPTER 608, F.S., THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **TSO Enterprises, LLC**
2. The name and address of the registered agent and office is:

James M. Lenhard
4043 Baymeadows Road,
Suite C
Jacksonville, Florida, 32217

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature:


James M. Lenhard

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

Name(s) and Address of Initial Member(s)

Name	Address
R. Paul Hudson	101 Hudson Street Troy, Alabama 36081
William R. Hudson	101 Hudson Street Troy, Alabama 36081
Mike Floyd	101 Hudson Street Troy, Alabama 36081
David R. Steed	101 Hudson Street Troy, Alabama 36081

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