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## From:

Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 072262000447  
Phone : (561) 842-3000  
Fax Number : (561) 842-3626

EFFECTIVE DATE

1-10-04

## LIMITED LIABILITY COMPANY

Rib King Holdings, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 30, 2003

WARD, DAMON

SUBJECT: RIB KING HOLDINGS, LLC  
REF: W03000039742

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article VIII needs to be changed from "ARTICLES OF INCORPORATION" to "ARTICLES OF ORGANIZATION".

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) 245-6025.

Trevor Brumbley  
Document Specialist

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ARTICLES OF ORGANIZATION

OF

RIB KING HOLDINGS, LLC

EFFECTIVE DATE  
1-1-04

THE UNDERSIGNED certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

ARTICLE I - NAME

The name of the limited liability company shall be RIB KING HOLDINGS, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual unless dissolved in accordance with the regulations set forth in the Operating Agreement of the Company or Florida law.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the Company shall be 4135 Burns Road, Palm Beach Gardens, Florida 33410.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 4420 Beacon Circle, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Philip H. Ward, III.

ARTICLE V - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the state of Florida. The Company shall have

Philip H. Ward, III, Esq., FBN 0313998  
Ward, Damon & Posner, P.A.  
4420 Beacon Circle, Suite 100  
West Palm Beach, FL 33407  
(561) 842-3000 / (561) 842-3626 Fax

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all the powers granted to a limited liability company under the laws of the state of Florida.

**ARTICLE VI - MANAGEMENT**

The Company shall be managed by a manager or managers who shall be named at the organizational meeting of the Company.

**ARTICLE VII - MEMBERS**


Members shall have the right to admit new members in accordance with the terms and conditions of the regulations set forth in the Operating Agreement of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

On the death, retirement, resignation, expulsion, bankruptcy, dissolution or removal of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business without any further action on the part of the remaining members.

**ARTICLE VIII - EFFECTIVE DATE**

The effective date of these Articles of Organization shall be January 1, 2004.

DATED this 1st day of January, 2004.

  
Philip H. Ward, III  
Authorized Representative

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TALLAHASSEE, FLORIDA

Philip H. Ward, III, Esq., FBN 0313998  
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STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Philip H. Ward, III to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 1st day of January, 2004.



Cindy Stoltz  
Commission # DD128524  
Expires June 24, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

Sign Cindy Stoltz  
Notary Public

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF ORGANIZATION

Having been named to accept service of process for RIB KING HOLDINGS, LLC, at the initial registered office of the Company in this State designated in its Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Section 608.4155 Florida Statutes.

Date: The 1st day of January, 2004.

Philip H. Ward, III  
Philip H. Ward, III

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TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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