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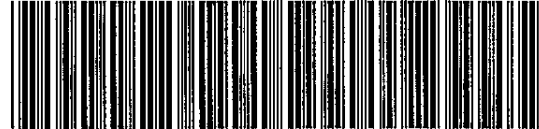
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MILES & STOCKBRIDGE P.C.

Robin Burke, Paralegal
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March 19, 2004

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: **CHAO RESTAURANTS, LLC**
Articles of Organization

Dear Sir or Madam:

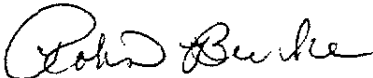
I am submitting for filing, on behalf of Chao Restaurants, LLC, Articles of Organization. Also enclosed is our check #514401 in the amount of \$155.00 representing the fees for filing (\$100.00), registered agent (\$25.00) and a certified copy (\$30.00).

Please return the certified copy and any additional documentation to my attention in the enclosed Federal Express mailer.

Should you have any questions, please feel free to call me at 410-385-3436 or you may contact me by e-mail at rburke@milesstockbridge.com.

Thank you for your assistance in this matter.

Very truly,



Robin Burke
Paralegal

cc: Colleen M. Pleasant, Esquire
Mr. Bradley A. Gambill

Enclosures

**ARTICLES OF ORGANIZATION
CHAO RESTAURANTS, LLC**

**ARTICLE I
ORGANIZER**

I, Bradley A. Gambill, whose post office address is 4804 Montgomery Lane, Suite 5, Bethesda, Maryland 20814, being a natural person at least eighteen (18) years old and a person authorized to execute and file these Articles, do hereby form a limited liability company pursuant to the Florida Limited Liability Company Act.

**ARTICLE II
NAME**

The name of the limited liability company is "CHAO RESTAURANTS, LLC" (the "Company").

**ARTICLE III
PURPOSES**

The purposes for which the Company has been formed have been and shall be directly or indirectly to own, and operate restaurants under a franchise and to do all things which the Members deem advisable or appropriate in connection therewith.

**ARTICLE IV
PRINCIPAL OFFICE, MAILING ADDRESS AND AGENT**

The principal office, mailing address and place of business of the Company is 2661 NE 22 Court, Pompano Beach, Florida 33062-1105.

**ARTICLE VI
REGISTERED ADDRESS AND REGISTERED AGENT**

The Company's registered office located at 2661 NE 22 Court, Pompano Beach, Florida 33062-1105. The Company's registered agent is David Nicholas.

**ARTICLE VII
DURATION**

The Company shall have perpetual existence.

**ARTICLE VIII
MANAGING MEMBERS**

The name and address of the initial Managing Members (each a "MRGM") of the Company are:

Bradley Gambill	4804 Montgomery Lane, Suite 5, Bethesda, Maryland 20814
David Nicholas	2661 NE 22 Court, Pompano Beach, Florida 33062-1105

ARTICLE IX

No member is an agent of the Company solely by virtue of being a member, and no member has authority to act for the Company solely by virtue of being a member.

In accordance with Section 608.408(3) of the Florida Limited Liability Act, I hereby execute these Articles of Organization under the penalties of perjury, confirm that the facts stated herein are true and I acknowledge these Articles of Organization to be my act this ____ day of March, 2004.

By: _____

Bradley A. Gambill
Organizer

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 am familiar with and accept the obligations of my position as registered agent as provided for in the Florida Limited Liability Act.

By: _____

David Nicholas
Resident Agent

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