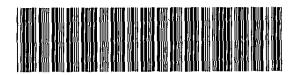
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ARTICLES OF ORGANIZATION

FOR

FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I-Name:

The name of the Limited Liability Company is: MOE'S SOUTHWEST GRILL OF CELL.

ARTICLE II-Address:

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

Principle Office Address:

Mailing Address:

2338 West Brandon Brandon, Florida 33511 2338 West Brandon Brandon, Florida 33511

ARTICLE III-Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent is:

ANTONY G. FRIEL 2338 West Brandon Brandon, Florida 33511

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 statues relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S..

/ 0

ARTICLE IV-Management

The Limited Liability Company is to be managed by one or more Members and is therefore a Member-Managed Limited Liability Company.

ARTICLE V-Manager(s) or Managing Members(s):

The name and address of each Managing Member is as follows:

Title:

Name and Address:

Managing Member

RAVING FANS RESTAURANT GROUP I, LLC

2338 West Brandon Brandon, Florida 33511

Agent for Raving Fans Restaurant Group I, LLC

Michael D. Disser 2338 West Brandon Brandon, Florida 33511

Agent for Raving Fans Restaurant Group I, LLC

Antony G. Friel 2338 West Brandon Brandon, Florida 33511

ARTICLE VI-Effective Date:

This Limited Liability Company is to become effective upon listing of this certificate with the Secretary of State.

By: ANTONY G. FRIEL, as Agent for Raving Fans Restaurant Group I, LLC

(In accordance with section 608.408(3), Florida Statutes, the execution Of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Antony G. Friel

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

MOE'S SOUTHWEST GRILL OF OCALA, LLC

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

ANTONY G. FRIEL 2338 West Brandon Brandon, Florida 33511

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 compy with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S..

4/17/04 Data

ANTONY GARIEL, Registered Agent