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LIMITED LIABILITY COMPANY

Buns and Burgers Associates LLC

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J. BRYAN JUN - 9 2004

**ARTICLES OF ORGANIZATION
FOR
BUNS & BURGERS ASSOCIATES LLC**

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The undersigned person forms a Florida limited liability company pursuant to the Florida Limited Liability Company Act (the "Act"), Chapter 608 of the Florida Statutes, as follows:

1. Name. The name of the limited liability company (the "Company") is Buns & Burgers Associates LLC.
2. Address. The mailing address and street address of the principal office of the Company is 8800 Denington Drive, Louisville, Kentucky 40222.
3. Registered Agent and Office. The name and the Florida street address of the Company's initial registered office are C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
4. Manager. The name and address of the Company's initial manager is Newell D. Fox, Sr., 8800 Denington Drive, Louisville, Kentucky 40222.


Newell D. Fox, Sr., Manager

**CERTIFICATION OF REGISTERED AGENT OF
BUNS & BURGERS ASSOCIATES LLC**

Having been named as the registered agent of Buns & Burgers Associates LLC and to accept service of process for that limited liability company at the place designated in these Articles of Organization, 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 of the Florida Statutes.

CT CORPORATION SYSTEM

By Connie Burg

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