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TO
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Fax Number : (850) 617-6383

Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
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EARL OF SANDWICH (USA), LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
EARL OF SANDWICH (USA), LLC**

Earl of Sandwich (USA), LLC (the "Company") filed its original Articles of Organization with the Florida Department of State on June 17, 2004 (the "Original Articles") and was assigned document number L04000046666. These Restated Articles of Organization and the amendments to the Original Articles as contained herein were duly adopted by the sole member of the Company, and were drafted in accordance with Section 608.411, Florida Statutes.

**ARTICLE I
Name**

The name of this Limited Liability Company is:

EARL OF SANDWICH (USA), LLC

**ARTICLE II
Address**

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

7598 WEST SAND LAKE ROAD
ORLANDO, FLORIDA 32819

**ARTICLE III
Management**

This Limited Liability Company is to be managed by one or more members and is, therefore, a "member-managed" limited liability company.

**ARTICLE IV
Managing Member**

This Limited Liability Company shall have one (1) managing member.

The name and address of the current managing member of this Limited Liability Company is as follows:

<u>Name</u>	<u>Street Address</u>
Rawhide Holdings, Inc.	7598 West Sand Lake Road Orlando, Florida 32801

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H07000261262 3**ARTICLE V****Registered Agent, Registered Office, & Registered Agent's Signature**


The name and the Florida street address of the Registered Agent of this Limited Liability Company is:

MARTHA H. MCINTOSH, ESQUIRE
7598 WEST SAND LAKE ROAD
ORLANDO, FLORIDA 32819

Having been appointed as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, I hereby accept this appointment and agree to serve this Limited Liability Company in this capacity. I am familiar with and accept the obligations of my position as the registered agent for this Limited Liability Company, as provided for in Chapter 608, Florida Statutes.


REGISTERED AGENT'S SIGNATURE

In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Signature of a member or an authorized representative of a member.

THOMAS AVALLONE, AUTHORIZED REPRESENTATIVE
Typed or printed name of signee

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