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Florida Department of State
Division of Corporations
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN EARL OF SANDWICH (USA), LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**SECOND 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, and was assigned document number L04000046666. The Company filed Amended and Restated Articles with the Florida Department of State on October 22, 2007. These Second Amended and Restated Articles of Organization were duly adopted by the Company and were prepared in accordance with Section 605.0202, *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 street address of the principal office of this Limited Liability Company is:

4700 Millenia Blvd., Suite 400
Orlando, Florida 32839

**ARTICLE III
Management**

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

**ARTICLE IV
Board of Managers**

This Limited Liability Company shall have one (1) manager. The number of managers may be either increased or decreased from time to time in accordance with the Operating Agreement of this Limited Liability Company, but shall never be fewer than one.

The name and address of the manager of this Limited Liability Company are as follows:

<u>Name</u>	<u>Street Address</u>
Thomas Avallone	4700 Millenia Blvd., Suite 400 Orlando, Florida 32839

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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:

Michael E. Neukamm
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the undersigned's position as registered agent, as provided for in Chapter 605, Florida Statutes.



REGISTERED AGENT'S SIGNATURE

In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.



AUTHORIZED REPRESENTATIVE'S SIGNATURE

Thomas Avallone, Authorized Representative
Type or printed name of signee