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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L04-65426
OK

**FRED FLEMING'S FAMOUS BAR-B-QUE RESTAURANT
OF OCALA, LLC**

August 26, 2004

To: Registration Section
Division of Corporation


Re: FRED FLEMING'S FAMOUS BAR-B-QUE RESTAURANT OF OCALA, LLC

The enclosed Articles of Organization and fees in the amount of \$125.00 are submitted for the filing. Please return all correspondence concerning this matter to the following:

Terence Terenzi
7122 Pelican Island Drive
Tampa, FL 33634

For further information concerning this matter, please call me at 813/889-7865.

Sincerely,



Terence Terenzi

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the limited liability company (hereinafter called the "limited liability company") is Fred Fleming's Famous Bar-B-Que Restaurant of Ocala, LLC.

ARTICLE II - Address

The mailing address and the street address of the principal office of the limited liability company is 7122 Pelican Island Drive, Tampa, FL 33634.

ARTICLE III - Registered Agent

The street address of the limited liability company's initial registered office in Florida is 7122 Pelican Island Drive, Tampa, Florida 33634, and the name of its initial registered agent is Terence Terenzi. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416 of the Florida Statutes.

ARTICLE IV - Managing Members

The following are the managing members of the limited liability company:

Terence Terenzi - MGRM
7122 Pelican Island Drive
Tampa, FL 33634

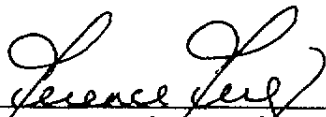
Thomas Schelldorf - MGRM
7122 Pelican Island Drive
Tampa, FL 33634

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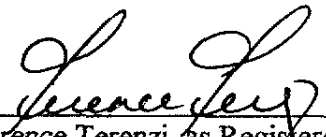
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization
this 26 day of August, 2004.


Terence Terenzi, Managing Member

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of Fred Fleming's Famous Bar-B-Que Restaurant of Ocala, LLC, I accept such appointment, agree to act in such capacity and accept the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 26 day of August, 2004.


Terence Terenzi, as Registered Agent

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