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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

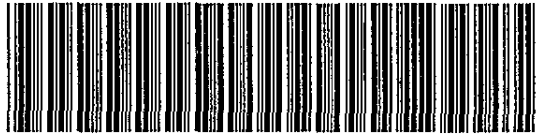
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L04-65427  
AL

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

August 26, 2004

To: Registration Section  
Division of Corporation

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

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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 Clearwater, 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

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization  
this 16 day of August, 2004.

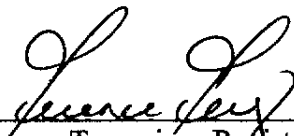
  
Terence Terenzi, Managing Member

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### ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of Fred Fleming's Famous Bar-B-Que Restaurant of Clearwater, 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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TALLAHASSEE, FLORIDA