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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

The QSR Group Two, LLC

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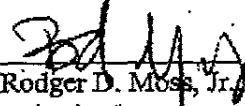
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**ARTICLES OF ORGANIZATION
OF
The QSR Group Two, LLC
A Florida Limited Liability Company**

The undersigned, being desirous of forming a limited liability company pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. Name of Limited Liability Company. The name of the limited liability company is The QSR Group Two, LLC, a Florida limited liability company (the "Company").
2. Period of Duration. The period of duration for the Company shall be perpetual.
3. Principal Office. The mailing address and street address of the principal office of the Company shall be 111 N. Orange Avenue, Suite 900, Orlando, Florida 32801.
4. Agent for Service of Process; Address of Registered Agent. The initial registered agent of the Company for service of process shall be Rodger D. Moss, Jr., 111 N. Orange Avenue, Suite 900, Orlando, Florida 32801.
5. Right to Admit Additional Members. The Company shall have the right to admit additional members only with the consent of all members.
6. Member Managed. The Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization on this 5th day of October, 2004 in his capacity as an authorized person of the Company.



Rodger D. Moss, Jr. as an
authorized person

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ACCEPTANCE OF APPOINTMENT

The undersigned, **Rodger D. Moss, Jr.**, hereby acknowledges and accepts its appointment as registered agent of The QSR Group Two, LLC, a Florida limited liability company (the "Company"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 608 of the Florida Statutes.

Dated this 5th day of October, 2004.



Rodger D. Moss, Jr.

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