

Oct. 28. 2004 12:28PM  
Division of Corporations

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**LIMITED LIABILITY COMPANY**

**Burger Palace #1, LLC**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**BURGER PALACE #1, LLC**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

**ARTICLE 1.0**

The name of the Limited Liability Company shall be "Burger Palace #1, LLC".

**ARTICLE 2.0**

The duration of the company is perpetual.

**ARTICLE 3.0**

The purpose for which the Limited Liability Company is organized shall be the engagement of any legal business or investment activity as the Managers may from time to time determine.

**ARTICLE 4.0**

The location of the principal place of business of the Limited Liability Company shall be 6610 North Main Street, Jacksonville, FL 32208 and the mailing address of the Limited Liability Company shall be the same.

**ARTICLE 5.0**

The admission of new Members or transfer of any Interests in the Company shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

**ARTICLE 6.0**

The Limited Liability Company shall be managed by one or more Managers who may or may not be a Member of the Company and the name and address of the two initial Managers are as follows:

Nabeel K. Haddad  
6610 North Main Street  
Jacksonville, FL 32208

Steven C. Holland  
6610 North Main Street  
Jacksonville, FL 32208

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**ARTICLE 7.0**

The Company is authorized to issue Ten Thousand (10,000) Interests which shall be of a single class and have no par value \$.00/100 per Interest. Notwithstanding the fact that the Company Interests shall be of a single class, Nine Thousand (9,000) Interests shall be non-voting and One Thousand (1,000) of the company Interests shall be voting.

**ARTICLE 8.0**

A Member may withdraw its interest in the Company and receive a Distribution of its interest in the company only upon the affirmative unanimous vote of the Members of the Company, with each member voting in accordance with the percentage of Company interest owned by the Member and the affirmative unanimous vote of the Managers of the Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the affirmative unanimous vote of the Members and the Managers of the Company, as provided in this Article.

**ARTICLE 9.0**

The Company shall make distributions to its Members as provided in the Burger Palace #1, LLC Agreement, as it may be amended from time to time or as directed by the unanimous vote of the Managers. Unless otherwise unanimously agreed by the Members, all distributions shall be made to the Members pro rata in accordance with their Interest in the Company.

**ARTICLE 10.0**

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

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**EXECUTION**

Under penalties of perjury, the undersigned, Nabeel K. Haddad and Madlen Hadaad, as tenants by the entirety and Steven C. Holland and Jeanine Holland, as tenants by the entirety as the Members of the Company, have been duly authorized, declare that they have read the foregoing, know the contents there of and that the facts stated herein are true and correct.

Dated this 4 day of October, 2004.

  
Nabeel K. Haddad, Member

Dated this 4 day of October, 2004.

  
Madlen Haddad, Member

Dated this 4 day of October, 2004.

  
Steven C. Holland, Member

Dated this 4 day of October, 2004.

  
Jeanine Holland, Member

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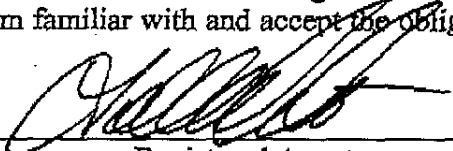
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Burger Palace #1, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Registered Agent

Dated: 10/12/04

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Articles of Organization  
Burger Palace #1, LLC