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ACCOUNT NO. : '072100000032

AUTHORIZATION

10463A 110082

REFERENCE

COST LIMIT : \$ 55.00

ORDER DATE: December 28, 2004

ORDER TIME: 1:59 PM

ORDER NO. : 110082-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln

Cohen Norris Scherer

Suite 400

712 U.s. Highway 1

North Palm Bch, FL 33408-7146

#### DOMESTIC AMENDMENT FILING

NAME:

A & M RESTAURANT DVELOPMENT

GROUP, LLC

EFFECTIVE DATE:

|               |          | OF AMEND |    |               |
|---------------|----------|----------|----|---------------|
| <del></del> : | RESTATED | ARTICLES | OF | INCORPORATION |
|               |          |          |    |               |

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS:

561-842-4104 T-876 P.02/02 F-422 561-842-4104 T-851 P.03/03 F-375

ARTICLES OF CORRECTION FOR FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY

| <u>busin</u><br>in Flo | ess dav<br>rida. | to correct the <u>at</u>   | tached articles of o                  | is being submitted within the reganization or application to                        | ne remune (31) nems of business. |  |  |  |
|------------------------|------------------|--|---------------------------------------|---|----------------------------------|--|--|--|
| FIRS'                  |                  |  | limited liability con<br>ELOPMENT GRO |   | 福里                               |  |  |  |
| SECC                   | ND:              | The articles of o  | rganization or the a                  | pplication to transact busine   | 5m -                             |  |  |  |
|                        |                  | Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows: |                                       |   |                                  |  |  |  |
|                        |                  |  |                                       | :   |                                  |  |  |  |
| <u>u</u>               | the ap           | propriate correction   | n is as follows:                      | ich the document was defec  |                                  |  |  |  |
|                        | BE "S            | OUTHERN RES  | STAURANT GRO                          | UP, LLC" WHICH WAS II   | N ERROR; IT                      |  |  |  |
|                        | <b>SHO</b>       | JLD BE 'SOUTH  | IERN RESTAURA                         | ANT GROUP OF FRANK  | LIN, LLC"                        |  |  |  |
| Dated:                 | DEC              | SOUTHERN   | RESTAURANT O                          | By Danny York, d representative of a memb GROUP OF FRANKLIN,L une of signee \$25.00 | CI                               |  |  |  |
|                        |                  |  | Certified Copy:                       | \$30.00 (optional)  |                                  |  |  |  |

ARTICLES OF ORGANIZATION UP
A & M RESTAURANT DEVELOPMENT GROUP, LLC

The undersigned hereby forms and establishes a limited liability company pursuant to 19,000.

Florida Statutes as follows: Chapter 608, Florida Statutes as follows:

The name of this limited liability company is A & M RESTAURANT DEVELOPMENT GROUP, LLC.

### ARTICLE II

This limited liability company shall have perpetual existence from the EFFECTIVE DATE OF DECEMBER 10, 2004 of these Articles of Organization with the Department of State, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members...

## ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 1501 S. Flagier Dr., West Palm Beach, FL 33401. This limited liability company may, at its discretion, change the address of its principal place of business.

# ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is STEVE HAFT, 1501 S. Flagler Dr. West Palm Beach, FL 33401.

## ARTICLE V

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this December, 2004.

> SOTHERN RESTAURANT-GROUP, LLC. MEMBER

# CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 of 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That A & M RESTAURANT DEVELOPMENT GROUP, LLC, a Florida Limited liability company, with its registered office at 1501 S. Flagler Dr., West Palm Beach, FL 33401, has named STEVEN HAFT, at 1501 S. Flagler Dr., West Palm Beach, FL 33401 as its initial registered agent to accept service of process within this State.

#### ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

STATE OF FLORIDA

COUNTY OF PALM BEACH

Executed this 14 day of December, 2004.

Signature of Notary

Printed Name:

My Commission Expir

My Commission Number

DONNA B. GUSTAFSON MY COMMISSION #DD 951 123 EXPIRES: February 8, 2003 Bridge Than Norty Public Underwards

| Tennessee<br>State of F <del>lorida</del><br>Mawy<br>County of <del>Palm Beach</del>                             | )                        | i   |                             |
|--|--------------------------|---|-----------------------------|
| The foregoing instrument values by DANNY YORK, who is State Driver's License Number or did not (X) take an oath. |                          | wn to me or who h   |                             |
| Executed this 14 day of  | December, 2004.          |   | <i>a</i>                    |
| TENN NO  | BEANATE DESSEE TARY BLIC | Signature of Notary<br>Printed Name: G;<br>My Commission Exp<br>My Commission Num | Semest dires: 8-20-08 mber: |