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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 218525 4325547

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 22, 2005

ORDER TIME : 3:04 PM

ORDER NO. : 218525-005

CUSTOMER NO: 4325547

CUSTOMER: Ms. Teresa Poulsen
Baker & Hostetler

Suite 1100
1050 Connecticut Avenue
Washington, DC 20036

FILED
05 FEB 22 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ULYSSES ACQUISITION, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

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: _____

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

- FIRST.** The name of the limited liability company is Ulysses Acquisition, LLC (the "Company").
- SECOND.** The mailing address and street address of the principal office of the Company are:
- 12240 Inwood Road
Suite 300
Dallas, Texas 75244
- THIRD.** The name and address of the registered agent are:
- Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301
- FOURTH.** The Company is a manager-managed company.
- FIFTH.** The name and address of the sole Managing Member is:
- U.S. Restaurant Properties Operating, L.P.
12240 Inwood Road
Suite 300
Dallas, Texas 75244

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22nd day of February, 2005.

/s/ Janis M. Penman
Janis M. Penman, Authorized Person

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 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 as provided for in Chapter 608, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Deborah D. Skipper
Asst. V. Pres.