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LIMITED LIABILITY COMPANY

GOOD TIMES HOLDINGS, LLC

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
GOOD TIMES HOLDINGS, LLC**

The undersigned subscriber to these Articles of Organization, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and being a natural person competent to contract, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this limited liability company is GOOD TIMES HOLDINGS, LLC (the "Company").

ARTICLE II (DURATION)

The Company shall have perpetual duration, beginning on the date these Articles of Organization are filed in the Office of the Secretary of State of the State of Florida.

ARTICLE III (POWERS)

The Company shall have all of the powers stated in the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as such chapter presently exists and may hereafter be amended.

ARTICLE IV (PRINCIPAL OFFICE)

The street address and mailing address of the Company's initial principal office shall be 1312 E. Cervantes, Pensacola, FL 32501. The Company's principal office may hereafter be at such other place or places as the members from time to time may determine.


ARTICLE V (REGISTERED AGENT)

The name of the initial registered agent of the Company shall be Gary W. Huston and the street address of the registered agent is 125 W. Romana Street, Suite 800, Pensacola, FL 32502.

ARTICLE VI (MANAGEMENT)

The Company is to be a member-managed company.

IN WITNESS WHEREOF, the undersigned, the authorized agent of a member, has executed the foregoing Articles of Organization on February 22, 2005.




Gary W. Huston, the authorized agent of
a Member

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:
That GOOD TIMES HOLDINGS, LLC, desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 1312 E. Cervantes, Pensacola, FL
32501, has named Gary W. Huston, whose business address is 125 W. Romana Street,
Suite 800, Pensacola, FL 32502, as its agent to accept service of process within Florida.

GOOD TIMES HOLDINGS, LLC

By: 
Gary W. Huston, authorized agent of
a Member

ACCEPTANCE

Having been named as registered agent to accept service of process for GOOD
TIMES HOLDINGS, LLC at the place designated in this certificate, I am familiar with and
accept the obligations of my position as registered agent as provided in Chapter 608 of
Florida Statutes, and I agree to act in that position.

February 22, 2005


Gary W. Huston, Registered Agent