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ARTICLES OF ORGANIZATION OF BLT OF PALATKA, LLC

These Articles of Organization are submitted for the purpose of forming a fimited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I NAME

The name of the limited liability company (the "Company") is: BLT OF PALATKA, L.L.C.

ARTICLE II ADDRESSES

The initial mailing address of the Company is P.O. Box 3405, St. Augustine, Florida 32085-3405. The Principal Address of the Company is 221 St. Johns Avenue, Palakta, Florida 32177

ARTICLE III REGISTERED AGENT

The name and street address of the initial registered agent of the Company is Sean P. Sheppard, Esq., Scott & Sheppard, P.A., 99 Orange Street, St. Augustine, Florida 32084.

ARTICLE IV MANAGEMENT

The Company is to be managed by the members and is therefore, a member managed company.

ARTICLE V LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 9TH day of May, 2005. In accordance with Section 608.408(3), *Florida Statutes*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Sy: Sean P. Sheppard, Esq.

ARCHARGE ON O.S.

ACCEPTANCE OF REGISTERED AGENT

I, Sean P. Sheppard, Esq., having been named to accept the service of process for BLT OF PALATKA, L.L.C., certify that I am a permanent resident of St. Johns County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

DATED at St. Johns County, Florida, this 9th day of May, A.D., 2005.

Sean P. Sheppard, Esq.

STATE OF FLORIDA (COUNTY OF ST. JOHNS (COUNTY OF ST

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Sean P Sheppard, Esq., to me personally known and known to be the person described as the authorized agent and resident agent who executed the foregoing Articles of Organization and Acceptance of Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Johns County, Florida, this 9th day of May, A.D., 2005.

KIMBERLY M. KING

Notary Public - State of Florida

Notary Public - State of Florida

Notary Public - State of Florida

Commission # DD315099

Bonded By National Notary Assn.

Notary Public, State of Florida

Printed Name:

My Commission expires: