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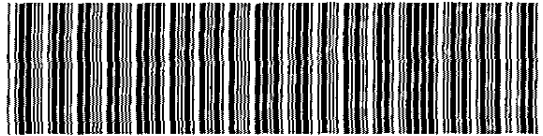
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 399922, 7479869

AUTHORIZATION :

*Patricia P. [signature]*

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : May 31, 2005

ORDER TIME : 11:28 AM

ORDER NO. : 399922-005

CUSTOMER NO: 7479869

CUSTOMER: Paul E. Ghougasian, Esq.  
Paul E. Ghougasian, P.a.

Suite 370w  
2300 Glades Road  
Boca Raton, FL 33431

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PEAL RESTAURANTS OF AMERICA,  
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
PEAL RESTAURANTS OF AMERICA, LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is PEAL RESTAURANTS OF AMERICA, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in the ownership of restaurant franchises and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is c/o Paul E. Ghougasian, P.A., 2300 Glades Road, Suite 370W, Boca Raton, Florida 33431 and the street address of the principal place of business for the Company is 9946 Warner Lane, Wellington, Florida 33414. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Paul E. Ghougasian, P.A. and the initial registered office is located at 2300 Glades Road, Suite 370W, Boca Raton, Florida 33431.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. In accordance with the terms of the Operating Agreement, the managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:	Position:
Peter Delgado	Manager/President

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Boca Raton., Florida, on May 27, 2005

PEAL RESTAURANTS OF AMERICA, LLC  
a Florida limited liability company

By: \_\_\_\_\_

*Peter Delgado*  
Peter Delgado, Manager

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on May 27, 2005, by Peter Delgado, as Manager of PEAL RESTAURANTS OF AMERICA, LLC, who (✓) is personally known to me or ( ) produced \_\_\_\_\_ as identification.

*Paul E. Ghougasian*  
Notary Public — State of Florida

PAUL E. GHOUGASIAN  
Print name

(Seal)

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

UNDER THE PROVISIONS OF F.S. 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is PEAL RESTAURANTS OF AMERICA, LLC.

The name and the Florida street address of the registered agent are:

Paul E. Ghougasian, P.A.  
2300 Glades Road, Suite 370W  
Boca Raton, FL 33431

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.

Paul E. Ghougasian, P.A.  
Registered Agent

By: 

Paul E. Ghougasian, President