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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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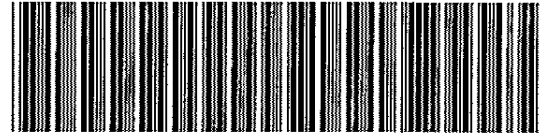
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Papa Joe's Place L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:
(including the Certified Copy)

T. J. Passaro
(Name of Person)

Passaro & Kahne Law Office, P.L.L.C.
(Firm/Company)

2900 South State Street, Suite 3 East
(Address)

St. Joseph, Michigan 49085
(City/State and Zip Code)

For further information concerning this matter, please call:

T. J. Passaro at (269) 983-0325
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|--|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

**ARTICLE I
Name**

The name of the Limited Liability Company is **Papa Joe's Place L.L.C.**

**ARTICLE II
Duration**

The duration of the Limited Liability Company is perpetual, unless dissolved pursuant to the terms of the Operating Agreement or as provided by law.

**ARTICLE III
Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

**1319 Tierra Circle
Winter Park, Florida 32792**

Mailing Address:

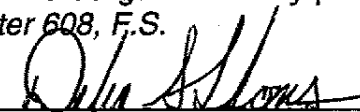
**1319 Tierra Circle
Winter Park, Florida 32792**

**ARTICLE IV
Registered Agent, Registered Office, & Registered Agent's Signatures**

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

**Debra S. Thomas
1319 Tierra Circle
Winter Park, Florida 32792**

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 as provided for in Chapter 608, F.S.


DEBRA S. THOMAS
Registered Agent

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ARTICLE V
Manager(s) or Managing Member(s)

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Joseph W. Hanley
2216 Mount Curve
St. Joseph, Michigan 49085

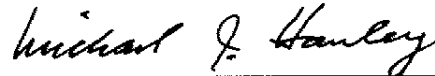
MGRM

Michael J. Hanley
2596 Lake Bluff Terrace
St. Joseph, Michigan 49085

MGRM

Timothy R. Hanley
817 Lions Park
St. Joseph, Michigan 49085

Signed this 16th day of August, 2005.



MICHAEL J. HANLEY
Member

(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.)

Prepared by:
T. J. PASSARO, of
PASSARO & KAHNE LAW OFFICE, P.L.L.C.
2900 South State Street, Suite 3 East
St. Joseph, Michigan 49085
Telephone: (269) 983-0325

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