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LIMITED LIABILITY COMPANY

EBR Restaurants II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF ORGANIZATION

OF

EBR RESTAURANTS II, LLC

Pursuant to the provisions of Sections 608.401, *et seq.* of the Florida Limited Liability Company Act, as amended (the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company is **EBR Restaurants II, LLC** (the "Company"). The principal office of the Company shall be located at:

17749 Ashley Drive, Building B
Panama City Beach, Florida 32413

and its mailing address is the same.

**ARTICLE II
DURATION**

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Act or the Operating Agreement of the Company.

**ARTICLE III
PURPOSES**

The purposes for which the Company is formed are to engage in the business of owning, operating and managing a QUIZNOS® franchise restaurant, together with any and all activities or services which may be related to or incidental thereto.

**ARTICLE IV
REGISTERED OFFICE; REGISTERED AGENT**

The location and street address of the initial registered office of the Company shall be 17749 Ashley Drive, Building B, Panama City Beach, Florida 32413, and its registered agent at such address shall be Kenneth A. Powell.

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**ARTICLE V
INITIAL MEMBER**

The name and mailing address of the Initial Member are:

Buffalo Restaurants, LLC
111 Oxmoor Road
Birmingham, Alabama 35209

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.

**ARTICLE VII
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP**

The cessation of membership of one (1) or more Members of the Company will not result in the dissolution of the Company unless required under the Act upon the cessation of the last remaining Member.

**ARTICLE VIII
MANAGERS**

The Company is to be managed by one (1) or more Managers in accordance with the provisions set forth in the Operating Agreement of the Company. The name and address of the initial Manager of the Company, who shall serve until his successors are elected and shall begin serving, are:

Stewart R. Dudley
111 Oxmoor Road
Birmingham, Alabama 35209

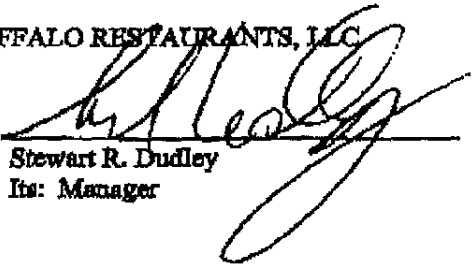
**ARTICLE IX
REGULATION OF INTERNAL AFFAIRS**

The provisions for the regulation of the internal affairs of the Company are set forth in the Operating Agreement of the Company, as the same may be amended from time to time in accordance with its terms.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 27th day of September, 2005, by the undersigned Manager of Buffalo Restaurants, LLC, sole Member of BBR Restaurants II, LLC, who affirms that the statements made herein are true under the penalties of perjury.

BUFFALO RESTAURANTS, LLC

By: _____


Stewart R. Dudley
Its: Manager

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**STATEMENT OF REGISTERED AGENT
OF
EBR RESTAURANTS II, LLC**

The name of the limited liability company is EBR Restaurants II, LLC (the "Company").

The name and the Florida address of the Registered Agent of the Company are:

**Kenneth A. Powell
17749 Ashley Drive, Building B
Panama City Beach, Florida 32413**

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.

DATED: September 27th, 2005.



Registered Agent's Signature

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