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Account Name : FRANK, WEINBERG, BLACK, P.L.
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LIMITED LIABILITY COMPANY

B & E Delray, LLC

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**ARTICLES OF ORGANIZATION
OF
B & E Delray, LLC**

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of this limited liability company ("Company") is: B & E Delray, LLC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the Company is: 2208 W. Atlantic Avenue, Suite 201, Delray Beach, Florida 33445.

ARTICLE III

INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Steven W. Deutch, Esq., c/o Frank, Weinberg, & Black, P.L., 7805 SW 6th Court, Plantation, FL 33324.

ARTICLE IV

MANAGER(S) or MANAGING MEMBER(S)

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

Name

Address

MGRM

Bob & Eddie's Pizza, Inc.
130 S. Congress Avenue
Delray Beach, FL 33445

Dated this 20th day of October, 2005


Donald A. Rosenthal,
Authorized Representative

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

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: B & E Delray, LLC
2. The name and address of the registered agent and office is:

Steven Deutsch, Esquire
c/o Frank, Weinberg & Black, P.L.
7805 S.W. 8th Court
Plantation, Florida 33324

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.


Steven W. Deutsch, Esq.

10/20/05
(Date)