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05-110297

LIMITED LIABILITY COMPANY

Souperman Pizza, L.L.C.

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**ARTICLES OF ORGANIZATION  
OF  
SOUPERMAN PIZZA, LLC.**

The undersigned member, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be SOUPERMAN PIZZA, LLC. ("Company").

**ARTICLE II - ADDRESS**

The mailing address and principal office address of the Company shall be 4475 U.S. 1 South, #506, St. Augustine, Florida 32086.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided by law.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is James V. Walker, Esquire, 228 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082.

**ARTICLE V - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI - MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations set forth in the operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of

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organization. The name and address of the initial manager of the Company is Greg L. Kostka, 4475 U.S. 1 South, #508, St. Augustine, Florida 32086.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ponte Vedra Beach, Florida, on this 10 day of November, 2005.

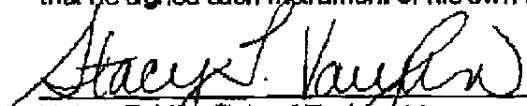


Greg L. Kostka, Member and Manager

STATE OF FLORIDA )

COUNTY OF ST. JOHNS )

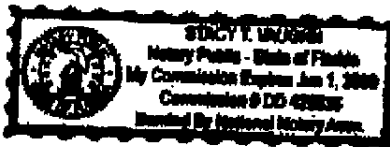
The foregoing instrument was acknowledged before me this 10th day of November, 2005, by Greg L. Kostka, who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.



Notary Public, State of Florida at Large

Notary's printed or stamped name: Stacy T. Vaughn

My commission expires: 09/01/09



#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SOUPERMAN PIZZA, LLC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



James V. Walker, Registered Agent

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