

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000115642
FILED 8:00 AM
December 02, 2005
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

DARRELL'S RESTAURANTS MANAGEMENT AND HOLDINGS, LLC

Article II

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

5576 FENWICK STREET
HALIFAX, NOVA SCOTIA, --. CA B3H IP8

The mailing address of the Limited Liability Company is:

40 OCEAN CRESCENT
SMITH'S, BERMUDA, --. BE HS 01

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

PETER J. JAENSCH IMMIGRATION LAW FIRM, PA
2198 MAIN STREET
SARASOTA, FL. 34237

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.

Registered Agent Signature: STEVEN A. CULBREATH

Article V

The name and address of managing members/managers are:

Title: MGRM
ANDREW D MCLEOD
40 OCEAN CRESCENT
SMITH'S, BERMUDA, --. HS 01 BE

Title: MGRM
DANIEL R JOSEPH
1987 VERNON STREET
HALIFAX, NOVA SCOTIA, --. B3H 3P1 CA

Title: MGRM
PAUL E CLAUDE
12 CHURCH STREET, SUITE 105
HAMILTON, BERMUDA, --. HM 11 BE

Article VI

The effective date for this Limited Liability Company shall be:

12/02/2005

Signature of member or an authorized representative of a member

Signature: STEVEN A. CULBREATH

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