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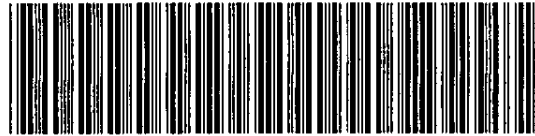
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DIVISION OF CORPORATIONS
06 MAY 12 AM 9:57

B. McKnight MAY 23 2006

Ferdinand & Sullivan, P.A.

Attorneys at Law
100 W. Cypress Creek Road
Suite 910
Fort Lauderdale, FL 33309-2112

Jon J. Ferdinand
Karen Sullivan

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email address: fsflalaw@bellsouth.net

May 10, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing Corporation - Hal Franchising Systems, Inc.
Our File No.: 2005-1931

Dear Sir or Madam:

Please find enclosed the following:

1. Original Articles Of Organization;
2. Our client's check payable to the Department Of State in the amount of \$125.00, representing \$100.00 for the filing fee herein, and \$25.00 registered agent fee.

Please return the certified copy of the Articles Of Incorporation in the enclosed self-addressed, stamped envelope.

Sincerely,



KAREN M. SULLIVAN
KMS:bs
Encl.
cc: client

2005-1931\Ldeptstate.3

ARTICLES OF ORGANIZATION
OF
HAL FRANCHISING SYSTEMS, LLC

Under the Florida Limited Liability Company Act

ARTICLE I
NAME

The name of this limited liability company is HAL FRANCHISING SYSTEMS, LLC (hereinafter "the Company").

ARTICLE II
MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is c/o Ferdinand & Sullivan, P.A., 100 W. Cypress Creek Road, #910, Fort Lauderdale, Florida 33309.

ARTICLE III
DURATION

The period of duration for the Company is perpetual, except that the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The Company's initial registered agent in Florida is Ferdinand & Sullivan, P.A., whose address is 100 W. Cypress Creek Road, Suite 910, Fort Lauderdale, FL 33309.

ARTICLE V
MANAGEMENT

The Company is to be managed by one or more Managers. The Managers may but need not be members of the Company. The persons who will serve as Managers until the first annual meeting of members or until their successors are elected and qualified are:

William Keeler
5836 Spruce Creek Woods Drive
Port Orange, Florida 32127

Robert Kelzmer
1927 Southcreek Boulevard
Daytona Beach, Florida 32128

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ARTICLE VI
MEMBERS CANNOT BIND THE COMPANY

This Company is managed exclusively by a Manager or Managers, and members have no authority to bind it.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Members of the Company have the right to admit new members only upon the written consent of all existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted. An assignee of a member's interest in the Company may become a member only if all existing members consent in writing.

ARTICLE VIII
INVOLUNTARY ASSIGNMENT OF MEMBER INTEREST

In the event that a Member's interest in the Company is taken involuntarily, by levy, foreclosure, charging order, execution, or other similar proceeding, the Company shall not dissolve. The assignee of the Member's interest shall be entitled to no more than to receive the profits and losses attributable to said interest and shall not be entitled to participate in any respect in the management or administration of the Company's business or affairs.

ARTICLE IX
LIMITATION ON MEMBER WITHDRAWAL

No Member of the Company has the right to withdraw or reduce his capital contribution to the Company except upon the written consent of all existing members.

ARTICLE X
BUSINESS PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Florida Limited Liability Company Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on May 03, 2006.



WILLIAM KEELER - Authorized Representative

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of

process for HAL FRANCHISING SYSTEMS, LLC at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

Dated: May 10, 2006

FERDINAND & SULLIVAN, P.A.

By: Karen M. Sullivan Pres.
Karen M. Sullivan, Pres.

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