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ACCOUNT NO. : 072100000032 REFERENCE: 869938 7518993 AUTHORIZATION COST LIMIT ORDER DATE: January 23, 2009 ORDER TIME : 5:43 PM ORDER NO. : 869938-015 CUSTOMER NO: 7518993 DOMESTIC AMENDMENT FILING NAME: RFRG SANDLAKE, LLC XX ARTICLES OF AMENDMENT PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFIED COPY

EXAMINER'S INITIALS:

CONTACT PERSON: Kimberly Moret -- EXT# 2949

SECOND AMENDMENT TO THE ARTICLES OF ORGANIZATION OF RFRG SANDLAKE, LLC

The Articles of Organization were filed on September 6, 2006 and assigned document number L06000087446. On November 20, 2008, a First Amendment to the Articles of Organization was filed.

This Amendment is submitted to amend the following:

The name and address of the Managing Member are as follows:

Title:

Name and Address:

MGRM

RAVING FANS RESTAURANT GROUP

III, LLC

c/o Kenneth W. Franklin, Jr. and Antony G.

Friel, Co-Managing Members

6020 Winthrop Town Centre Avenue

Riverview, Florida 33569

THIRD: The foregoing Second Amendment to the Articles of Organization has been adopted by the Member of the Limited Liability Company and will become effective upon filing this Second Amendment to the Articles of Organization with the Florida Department of State.

Dated: /-23-09

MEMBER:

RAVING FANS RESTAURANT GROUP III, LLC

By: KENNETH W. FRANKLIN, JR., Member and Co-Managing Member of RAVING FANS

RESTAURANT GROUP III, LLC

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