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02 Thomas SEP 28 2006

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

FUNS II, LLC

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**ARTICLES OF ORGANIZATION
OF
FUNS II, LLC**

The undersigned, acting as Organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (hereinafter referred to as "Company"):

ARTICLE I - NAME

The name of the Company is FUNS II, LLC

ARTICLE II - DURATION

This Company shall begin on the effective date of filing these Articles of Organization and shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS

The Company is organized to operate a restaurant business, and to do very other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and mailing address of the Company is 9156 Cherry Trace Seminole, FL 33777.

ARTICLE V - INITIAL REGISTERED AGENT and OFFICE

The street address of the Company is 9156 Cherry Trace Seminole, FL 33777, and the name of its initial registered agent at that address is Scott Estes.

ARTICLE VI - ORGANIZER

The name and address of the member of the Company executing these Articles of Organization is Scott Estes, 9156 Cherry Trace Seminole, FL 33777.

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ARTICLE VII - MANAGEMENT

The name and address of the managers of the Company is Frank Schittino, 9156 Cherry Trace, Seminole, FL 33777 and Scott Estes, 9156 Cherry Trace Seminole, FL 33777. The managers shall serve as such or until his successor is elected and qualified in accordance with the Regulations of the Company.

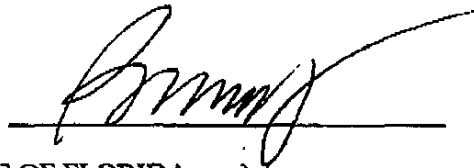
ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except on the express written consent of all members of the Company.

ARTICLE IX - CONTINUATION OF BUSINESS

The remaining members of the Company shall continue the business of the Company on the death, retirement, expulsion, bankruptcy, or dissolution of a member.

Dated this September 13, 2006.

**ORGANIZING MEMBER****Scott Estes**

STATE OF FLORIDA }
COUNTY OF PINELLAS }

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TALLAHASSEE, FLORIDA

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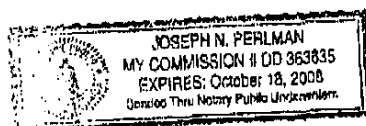
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, **Scott Estes**, personally appeared known to me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 24 day of September, 2006.



My Commission Expires:

Notary Public



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.


Dated this 28 day of September, 2006.

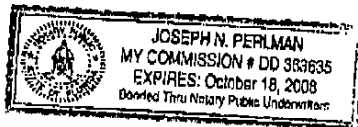

Scott Estes

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above personally appeared, Scott Estes, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 28 day of September, 2006.


Notary Public
My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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