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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Little Leonardo's of Ocala, LLC

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M. Thomas MAR 14 2008

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ARTICLES OF ORGANIZATION**Of****LITTLE LEONARDO'S OF OCALA, LLC**
a Florida Limited Liability Company

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

ARTICLE I - NAME

The name of the limited liability company shall be Little Leonardo's of Ocala, LLC ("Company").

ARTICLE II - ADDRESS

The address of the principal office of the company shall be 2135 SE 34th Street, Ocala, Florida 34471.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and registered office of the Company in the state of Florida is John S. Simons, 121 NW 3rd Street, Ocala, Florida 34475.

ARTICLE IV - MANAGING MEMBERS

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

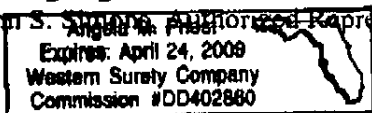
Mary Beth Waltz 2135 SE 34th Street
Ocala, Florida 34471

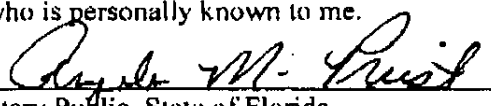
Signed this 12th day of March, 2008.


John S. Simons, Authorized Representative

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 12 day of March, 2008, by John S. Simons, Authorized Representative, who is personally known to me.




Notary Public, State of Florida

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ACCEPTANCE OF REGISTERED AGENT

for

LITTLE LEONARDO'S OF OCALA, LLC,
a Florida Limited Liability Company

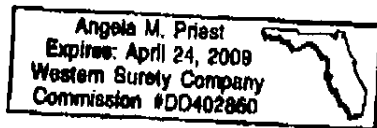
Undersigned hereby states that she is familiar with the obligations of Registered Agent for the Company as provided by Chapter 608, Florida Statutes, and accepts the appointment as Registered Agent for the Company.

Signed this 12th day of April, 2008.

John S. Simons, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 12 day of March, 2008, by John S. Simons, as Registered Agent, who is personally known to me.



Notary Public, State of Florida

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