

Division of Corporations

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**608000033860**

Florida Department of State  
Division of Corporations  
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## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

## BIG WHEELS DINER, LLC

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**EXAMINER**

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**Amended and Restated  
Articles of Organization  
of  
Big Wheels Diner, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida Limited Liability Company adopts and presents for filing the following amendment and restatement of its Articles of Organization.

The Articles of Organization were originally filed on April 2, 2008 and assigned Document Number L08000033860.

The Articles of Organization of Big Wheels Diner, LLC is amended and restated in its entirety as follows:

**Article I  
Name**

The name of the limited liability company ("Company") is Big Wheels Diner, LLC.

**Article II  
Address**

The mailing and street address of the Company's principal office is 12793 W. Colonial Drive, Winter Garden, FL 34787.

**Article III  
Duration**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**Article IV  
Purpose and Powers**

This Company is organized with a general business purpose, and has all powers provided by law and may use those powers to any lawful purpose.

**Article V  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Bowen Radson Schroth, P.A. The address of the Company's registered office in Florida is 600 Jennings Ave., Eustis, FL 32726.

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**Article VI  
Management**

The Company is to be managed by a manager. The initial manager is identified as follows:

Name  
Andrew Lutchman

Address  
12793 W. Colonial Drive  
Winter Garden, FL 34787

**Article VII  
Admission of New Members**

Members of the Company have the right to admit new members. Members may admit to the Company additional members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the members. Admission of any such additional members requires the written consent of all members then having any ownership interest in the Company. Any additional members are allocated gain, loss, income or expense by the method provided in the Regulations of the Company, and if no method is specified, then as may be permitted by the Internal Revenue Code of 1986, as amended.

**Article VIII  
Continuation of Business**

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company. The business may be continued only on the unanimous consent of the remaining members.

The foregoing amendment was presented to the Members and was adopted by the Members of the Company controlling the required membership interest for passage of the amendment.

Accordingly, the undersigned duly authorized representative hereby executed these Articles of Amendment in accordance with F.S. 608.411, effective April 9, 2008.

  
William Jeffrey Earnshaw  
Authorized Representative

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**Acceptance of Registered Agent**

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in the Articles of Organization, 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 as provided for in Chapter 608, Florida Statutes, as amended.

Dated: April 9, 2008.

**Bowen Radson Schroth, P.A.**By: 

William Jeffrey Earnshaw

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