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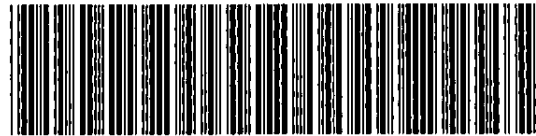
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NAME: FISH N/ LOAVES, LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

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**ARTICLES OF ORGANIZATION
OF
FISH 'N' LOAVES, L.L.C.**

FILED
08 JUN 30 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I/We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the above-identified limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **FISH 'N' LOAVES, L.L.C.** and its principal office and mailing address shall be 2550 West Colonial Drive, Ste. 100, Orlando, Orange County, Florida 32804, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office of **FISH 'N' LOAVES, L.L.C.** is Earl L. Savage, located at 2550 West Colonial Drive, Ste. 100, Orlando, Orange County, Florida 32904.

**ARTICLE III
DURATION**

FISH 'N' LOAVES, L.L.C. shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV
MANAGEMENT**

FISH 'N' LOAVES, L.L.C. is a manager-managed company consisting of two (2) managing members. The name and address of the persons who shall serve as manager until his successor is elected and qualified is as follows:

- | | | |
|----|------------------|---|
| 1. | Earl L. Savage | 2550 West Colonial Drive, Ste. 100
Orlando, FL 32804 |
| 2. | Sharon J. Savage | 2550 West Colonial Drive, Ste. 100
Orlando, FL 32804 |

ARTICLE V
MEMBERSHIP RESTRICTIONS

Regulations of **FISH 'N' LOAVES, L.L.C.**, members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to **FISH 'N' LOAVES, L.L.C.**

ARTICLE VI
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes including the sale and purchase of real estate.
2. In general, to carry on any and all incidental business;
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the

property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit **FISH 'N' LOAVES, L.L.C.** to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VII **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of **FISH 'N' LOAVES, L.L.C.** shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of **FISH 'N' LOAVES, L.L.C.** by a majority vote of the members of **FISH 'N' LOAVES, L.L.C.**

ARTICLE VIII **CAPITAL CONTRIBUTIONS**

Capital contributions of a member may be in cash, property or services rendered or promissory note as deemed appropriate by the members based on a majority vote by the same. Additional contributions may be required for investment purposes, as determined by majority consent of the members.

ARTICLE IX
CERTIFICATION OF ARTICLES OF ORGANIZATION

The undersigned, being the original member of **FISH 'N' LOAVES, L.L.C.**, certifies that this instrument constitutes the proposed Articles of Organization of **FISH 'N' LOAVES, L.L.C.**

Executed by the undersigned at 5401 S. Kirkman Road, Suite 310, Orlando, Orange County, Florida 32819 on this 25th day of June, 2008.


EARL L. SAVAGE
Managing Member

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

FISH 'N' LOAVES, L.L.C.


2. The name and address of the registered agent and office is:

EARL L. SAVAGE
2550 West Colonial Drive, Ste. 100
Orlando, FL 32804

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

DATE: June 25, 2008.

SIGNATURE:


EARL L. SAVAGE
Registered Agent