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Account Name : JERRY COLEMAN, P
Account Number : I20000000204
Phone : (305) 292-3095
Fax Number : (305) 296-6200

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**LLC AMND/RESTATE/CORRECT OR M/MG
RESIGN**

FRANCO'S HERO & DELI LLC

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**CORRECTED ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is **FRANCO'S HERO & DELI LLC**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is

**201 Front Street, Suite 203
Key West, Florida 33040**

**ARTICLE III - Registered Agent, Registered Office,
& Registered Agent's Signature**

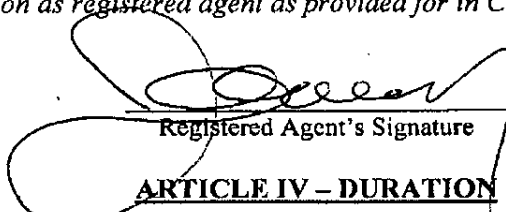
**Jerry Coleman, Esq.
JERRY COLEMAN, P.L.
201 Front Street, Suite 203
Key West, Florida 33040-8347**

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV - DURATION

The term of duration for the Limited Liability Company shall be perpetual, as may be limited by any agreements between or among the members.

ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or

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the occurrence of any other event which terminates the continued membership of the member in the Limited Liability Company, in accordance with any agreements between or among the members related to continuing of the business.

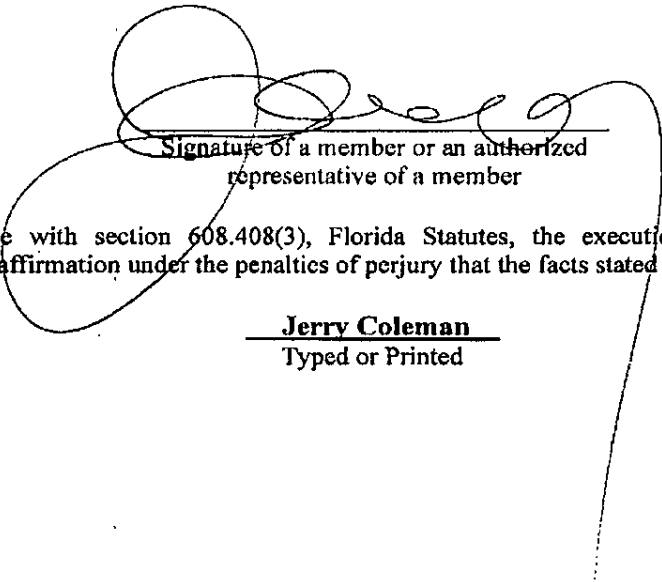
ARTICLE VI – MANAGEMENT (Check box if applicable.)

The Limited Liability Company shall be managed by one or more managers and is, therefore, a manager-managed company. The members of the Limited Liability Company who shall serve also as the managers are:

Peter Bologna
Susan Rauscher

ARTICLE VII – EFFECTIVE DATE

Pursuant to the provisions of Chapter 608, Florida Statutes, the Limited Liability Company shall begin in existence upon the filing of these Articles of Organization.



Signature of a member or an authorized
representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jerry Coleman
Typed or Printed

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Prepared by:

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Jerry Coleman, Esq.
JERRY COLEMAN, P.L.
201 Front Street, Suite 203
Key West, Florida 33040
305-292-3095
Fla. Bar No. 0187501

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