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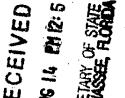
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FLORIDA/FOREIGN LIMITED LIABILITY CE



Sheridan Plaza Restaurant Holding LLC

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ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

In compliance with Chapter 608, F.S.

<u>ARTICLE I</u>

The name of the Limited Liability Company is:

SHERIDAN PLAZA RESTAURANT HOLDING LLC

ARTICLE II **ADDRESS**

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

24 MECHANIC STREET, STE E RED BANK, NEW JERSEY 07701

REGISTERED AGENT, REGISTERED OFFICE REGISTERED AGENT SIGNATURE

The name and the Florida street address of the registered agent a

A1A REGISTERED AGENT INC. 5647 110TH AVENUE NORTH ROYAL PALM BEACH, FLORIDA 33411

Having been named as registered agent 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.

RED AGENT INC. / Registered Agent's signature

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PAGE 2 SHERIDAN PLAZA RESTAURANT HOLDING LLC

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore, a Member Managed Company.

ARTICLE V MEMBERS (optional)

MANAGING MEMBER
BLUE SKY RESTAURANT HOLDING L.L.C.
24 MECHANIC STREET, STE E
RED BANK, NEW JERSEY 07701

MANAGING MEMBER
ARTHUR BARATOV
6444 DIETERLE CRESCENT
REGO PARK, NEW YORK 11374

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SECRETARY OF STATE

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.

RYAN KING