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(Requestor's Name)

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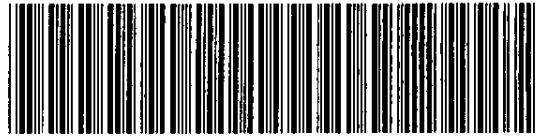
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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T. CLINE

JAN 12 2010

EXAMINER

Law Offices of  
Voigt & Voigt, P.A.  
Attorneys at Law

2042 Bee Ridge Road  
Sarasota, Florida 34239

Telephone (941) 925-2324  
Fax (941) 925-2924

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VIA OVERNIGHT DELIVERY

January 8, 2010

Florida Division of Corporations  
Department of State  
Clifton Building  
2661 Executive Center Cir.  
Tallahassee, Florida 32301

RE: ARTICLES OF ORGANIZATION - LLC

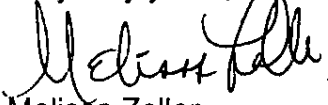
Dear Sir/Madam:

Enclosed herewith are one (1) original and one (1) copy of the Articles of Organization for BLOOMIN BELLIES, LLC, for filing in the records of the State of Florida. I am also enclosing my check in the amount of \$125.00 for the filing fee.

Please return a copy of the Articles of Organization to this office after the original has been filed in the records of the State of Florida.

Thank you for your prompt attention to and cooperation in this matter. Should you have any questions or need further information, please do not hesitate to contact this office.

Very truly yours,



Melissa Zeller  
Legal Assistant

Enclosures

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN 11 AM 9:43

**ARTICLES OF ORGANIZATION  
OF  
BLOOMIN BELLIES, LLC**

The undersigned, being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

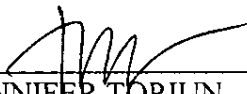
BLOOMIN BELLIES, LLC

SECOND: The term of existence of the Limited Liability Company shall be perpetual.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 3604 S. Osprey Ave., Sarasota, FL 34239, and the name of the initial registered agent of the Limited Liability Company to whom process may be sent in Florida at that address is JENNIFER TOPJUN.

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.

  
\_\_\_\_\_  
JENNIFER TOPJUN

FIFTH: The mailing address and principal office of the Limited Liability Company is 3604 S. Osprey Ave., Sarasota, FL 34239.

SIXTH: The Limited Liability Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: JENNIFER TOPJUN and COLBY TOPJUN, 3604 S. Osprey Ave., Sarasota, FL 34239.

SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$200.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

ELEVENTH: The name and business address of the Organizer of the Limited Liability Company are: JENNIFER TOPJUN, , .

TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on January 2, 2010.

  
JENNIFER TOPJUN  
Organizer

2010 JAN 11 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Return to:

Stephen F. Voigt Jr.  
Voigt & Voigt, P.A.  
2042 Bee Ridge Rd.  
Sarasota, FL 34239