Florida Department of St. 1000 Fax September 1 of 1

Division of Corporations Electronic Filing Cover Sheet

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Division of Corporations

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From:

GAIL S ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number : 072720000036 Phone : (407)843-4600 Pax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA LIMITED LIABILITY CO.
RPI VILLAGES, LLC

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HelpJ. BRYAN

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EXAMINEP

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ARTICLES OF ORGANIZATION RPI VILLAGES, LLC

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ARTICLE I - NAME

The name of this limited liability company is RPI Villages, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 1030 North Orange Avenue, Suite 200, Orlando, Florida 32801.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 1030 North Orange Avenue, Suite 200, Orlando, Florida 32801 and the name of the initial registered agent of the Company at that address is David G. Manuchia.

ARTICLE IV - MANAGEMENT

The Company is manager managed and the mitial manager of the Company is Restaurant Partners, Inc.

> David Gi Manuchia, Member or Authorized Representative of a Member

> > Manuchia

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.