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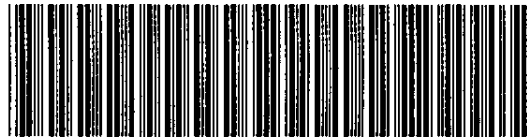
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FILED  
13 JAN 31 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**IHOP ORMOND, LLC**

**FILED**  
13 JAN 31 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Organization for IHOP ORMOND, LLC (the "Company"), a Florida limited liability company, were filed on August 17, 2010, and were then assigned Florida document number L10000086080, and;

WHEREAS, the Members of the Company wish to amend and restate the Articles of Organization of the Company to change the Company from a member-managed to a manager-managed limited liability company;

NOW THEREFORE LET IT BE KNOWN that the Members of the Company, pursuant to §608.411, Florida Statutes, do adopt these Amended and Restated Articles of Organization and designate the Company as a manager-managed limited liability company, and;

FURTHER LET IT BE KNOWN that these Amended and Restated Articles of Organization do hereby replace and supersede any prior Articles of Organization or amendments thereto, and;

FURTHER LET IT BE KNOWN that these Amended and Restated Articles of Organization do hereby constitute entirely the Articles of Organization for the Company.

**Article I.  
NAME**

The name of the Company is IHOP ORMOND, LLC.

**Article II.  
ADDRESS**

The mailing and street address of the principal office of the Company is 2665 S. Bayshore Drive, Suite 701, Coconut Grove, FL 33133.

**Article III.  
PURPOSE**

The purpose for which the Company is organized is any and all lawful business.

**Article IV.  
REGISTERED AGENT**

The name and street address of the registered agent for service of process of the Company in the State of Florida are:

Juani Amago  
2665 S. Bayshore Drive, Suite 701  
Coconut Grove, FL 33133

**Article V.  
MANAGER-MANAGED COMPANY**

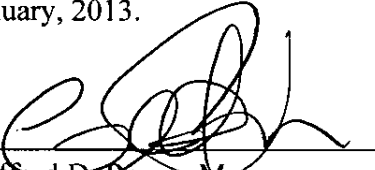
The Company shall be managed by a manager, in accordance with an Operating Agreement to be adopted by the members and managers. All prior managing members shall be removed, and the Company's records updated accordingly.

**Article VI.  
MANAGER**

The name and address of the Manager is:

Clifford D. Rosen  
2665 S. Bayshore Drive, Suite 701  
Coconut Grove, FL 33133

In Witness Whereof, the undersigned ratifies these Articles of Amendment this 24<sup>th</sup> day of January, 2013.

  
\_\_\_\_\_  
Clifford D. Rosen, Manager  
On Behalf of the Members  
of the Company


**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE AGENT**

Pursuant to the provisions of Section 608.415 OR 608.507, Florida Statutes, the below named limited liability company 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 IHOP ORMOND, LLC.
2. The name and Florida street address of the registered agent are:

Clifford D. Rosen  
2665 S. Bayshore Drive, Suite 701  
Coconut Grove, FL 33133

Having been duly named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

  
\_\_\_\_\_  
Clifford D. Rosen, Registered Agent