

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA LIMITED LIABILITY CO.
JEMA RESTAURANTS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

J. SAULSBERRY
EXAMINER

APR 1 2011

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**ARTICLES OF ORGANIZATION
OF
JEMA RESTAURANTS, LLC**

The undersigned hereby execute these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of the limited liability company shall be JEMA Restaurants, LLC.

ARTICLE II
Address

The principal office and mailing address for the limited liability company shall be 8406 Water View Way, Winter Haven, Florida 33884.

ARTICLE III
Registered Office and Agent

The street address of the initial registered office of the limited liability company shall be 305 South Boulevard, Tampa, Florida 33606, and the name of its initial registered agent at such address shall be John B. Neukamm.

ARTICLE IV
Duration

The limited liability company shall have perpetual existence, commencing on the date these Articles are filed with the Florida Secretary of State.

ARTICLE V
Purpose

The general purpose of this limited liability company shall be to transact any and all lawful business for which limited liability companies may be organized under Florida law.

ARTICLE VI
Management

This limited liability company shall be a manager-managed company. Initially, the limited liability company shall be managed by John Filax, a/k/a John SkevoFilax, and Emmanuals Piliaris, who shall serve as the sole Managers until their successors are duly elected. However, no Manager shall have the discretion, authority or power to make the following decisions or take the following actions, except upon consent or approval of all Managers in each instance:

- (a) The acquisition of any financing in excess of \$10,000, including the approval of the amount of the financing, the security for such financing and all other terms of the

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financing, and the direct or indirect borrowing of money by the company, whether secured or unsecured, the refinancing, extending, or modifying in any material manner of any loan or delivering any guaranty of any loan or other obligation;

(b) The acquisition of any asset or property by the company for a purchase price in excess of \$10,000, or the negotiation of, or the entering into, any agreement for the purchase of any asset or property by the Company for a purchase price in excess of \$10,000;

(c) The sale, assignment, transfer, encumbrance or other disposition of all or any portion of any material asset or material property of the company;

(d) The assignment, transfer, pledge, compromise or release of any debts due to the company, except upon payment in full;

(e) The decision to sell, transfer or otherwise dispose of all or substantially all of the assets of the company;

(f) The approval of the annual operating budget of the company;

(g) The approval of any expenditure, the incurrence of any obligations or the entering into of any contract involving a sum in excess of \$10,000;

(h) The approval of any contract or other arrangement with a member or an affiliate of a member;

(i) Any decision that significantly alters the nature, character, or scope of the business of the company;

(j) The conversion, merger, or consolidation of the company with or into another Person;

(k) The loan of any funds by the company to any person or entity; or

(l) The making of distributions to members and the creation or use of company reserves (other than as provided in an operating budget approved by the members holding a majority of the company's membership interests).

The undersigned have executed these Articles of Organization this 31st day of March, 2011.



John Filax, Manager



Emmanuel Pillaris, Manager

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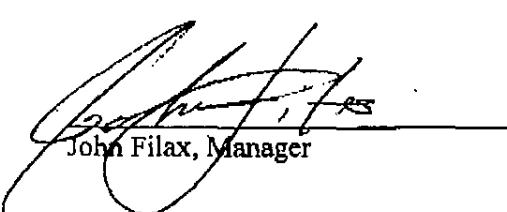
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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with the provisions of Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

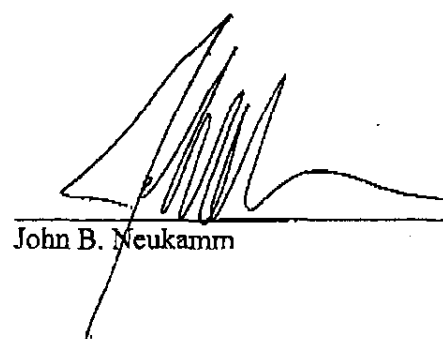
That JEMA Restaurants, LLC, desiring to organize under the laws of the State of Florida, has named John B. Neukamm, 305 South Boulevard, Tampa, Florida 33606, as its agent to accept service of process within the State of Florida.

DATED this 31st day of March, 2011.


John Filax, Manager
Emmanuils Piliaris, Manager**ACCEPTANCE**

Having been named to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 31st day of March, 2011.


John B. NeukammSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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