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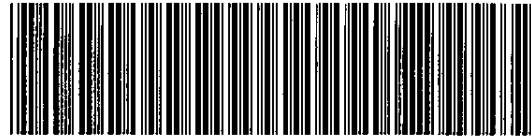
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April 8, 2011

FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Organization of:
CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C.

Greetings:

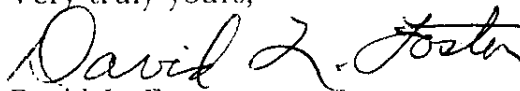
Enclosed are the following:

1. Original and one copy of Articles of Organization of Champions BBQ of St. Petersburg, L.L.C., which includes the designation of the place of business for the service of process within this State, naming the Registered Agent upon whom process may be served and the Acceptance by Registered Agent,
2. Check for \$155.00, (\$100.00 filing fee, \$25.00 Registered Agent fee, and \$30.00 for one certified copy of the Articles of Organization),
3. Prepaid, self addressed FEDEX return envelope.

Please file the original, certify the copy and return the same to the undersigned in the enclosed return FEDEX envelope.

Thank you for your assistance and cooperation in this matter, and if you need anything further, please call me at (727) 709-9993 and advise as soon as possible.

Very truly yours,


David L. Foster

DLF:cf
encls.
check: \$155.00

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**ARTICLES OF ORGANIZATION
OF
CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C.**

The undersigned hereby adopts these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, and makes, acknowledges and files the following Articles of Organization.

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ARTICLE II - NAME

The name of the limited liability company shall be:

CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the company is **4400 - 4th Street North, St. Petersburg, Florida 33703.**

CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C.

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ARTICLE IV - PURPOSE

The purpose for which this Limited Liability Company is organized is:
To operate a restaurant and any and all other lawful business.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company shall be
4400 - 4th Street North, St. Petersburg, Florida 33703, and the name of the initial
registered agent of the company at that address is **FRED A. FLEMING**.

ARTICLE VI - DURATION

The company shall commence its existence on the date these articles of
organization are filed by the Florida Department of State and shall continue to exist
until the company is dissolved as provided in these articles of organization, or as
provided in the regulations.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only
on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VIII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted
to the company except with the unanimous written consent of all the members of the
company and on such terms and conditions as shall be determined by all the
members. A member may transfer his or her interest in the company as set forth in
the regulations of the company, but the transferee shall have no right to participate
in the management of the business and affairs of the company or become a member
unless all the members of the company other than the member proposing to dispose
of his or her interest approve of the proposed transfer by written consent.

CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C.

Articles of Organization

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ARTICLE IX – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE X – MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the **INITIAL MANAGER** of the company is **FRED A. FLEMING**, whose address is **4400 - 4th Street North, St. Petersburg, Florida 33703**.


ARTICLE XI - AMENDMENTS

These Articles of Organization may be amended by the members in the manner provided by law.

ARTICLE XII - REGULATIONS

The members may adopt rules and regulations for the management of the business and affairs of the company which are consistent with the laws of the State of Florida and the United States of America, and they shall have the power to alter, amend, or repeal such regulations so long as such action is consistent with law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at St. Petersburg, Florida, on this 8th day of **April**, 2011.

 (SEAL)
FRED A. FLEMING, ORGANIZER

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I accept the appointment and designation as Registered Agent to accept service of process for **CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C.**, a Florida Limited Liability Company, at the place designated in these Articles of Organization. I am familiar with and accept the duties, obligations and responsibilities of my position as Registered Agent under Chapter 608, Florida Statutes, and agree to comply with the provisions of all statutes related to the duties of a Registered Agent.

I further acknowledge that pursuant to section 608.408(3), Florida Statutes, the execution of this statement by me constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

Dated this 8th day of April, 2011.

 (SEAL)
FRED A. FLEMING
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared FRED A. FLEMING, who are personally known to me and known to me to be the person described in and who executed the foregoing ARTICLES OF ORGANIZATION of CHAMPIONS BBQ OF ST. PETERSBURG, L.L.C., as the **Organizer**, and as the **Registered Agent** of said company, who after being by me first duly sworn depose and say that the statements contained in said instrument are true and they acknowledged that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of April, 2011.

Notary Public: (Signature) David L. Foster

Name: (Print)

My Notary Stamp or Seal:

My Commission Expires :

My Commission Number:

