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TRENAM KEMKER

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TRENAM KEMKER

NO. 2460 P. 2

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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT OF THE
ARTICLES OF ORGANIZATION
OF
SOUTHEASTERN PIZZA GROUP THREE, LLC**

ARTICLE I

The name of the limited liability company is SOUTHEASTERN PIZZA GROUP THREE, LLC (the "Company").

ARTICLE II

The Articles of Organization of the Company were filed with the Florida Secretary of State and the Company was therefore formed on April 18, 2011.

ARTICLE III

The Articles of Organization of the Company shall be amended by adding the following optional provision:

"The issuance and transfer of any interest in the Company is restricted by the terms of one or more Franchise Agreements with Pizza Hut, Inc., and the sole purpose for which the Company is formed and the sole activity in which the Company is or will be engaged is the conduct of a retail food business pursuant to one or more Franchise Agreements from Pizza Hut, Inc. The Articles of Organization and the Operating Agreement of the Company shall not be amended without the prior written approval of Pizza Hut, Inc."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment effective as of this 17th day of May, 2011.

SOUTHEASTERN PIZZA GROUP THREE, LLC



John E. McGrath, Manager

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