

L110000100771

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12 FEB 24 PM 3:34  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Outigan FEB 27 2012

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** RICKY SOTO

**DATE:** 02/24/2012

**REF. #:** 000314.162167

**CORP. NAME:** SUMI RESTAURANTS, LLC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION                     | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                                 | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                         | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                                 | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION                   |   |  |
| <input checked="" type="checkbox"/> OTHER: AMENDED & RESTATED ARTICLES |   |  |

**STATE FEES PREPAID WITH CHECK#** 543423 **FOR \$** 25.00

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

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| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

**OF**

**SUMI RESTAURANTS, LLC**

FILED  
2 FEB 24 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Organization of Sumi Restaurants, LLC (the "Company"), were filed with the Florida Secretary of State on September 1, 2011, and were assigned document number L11000100771. Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the Articles of Organization of the Company are hereby amended and restated in their entirety as follows:

**ARTICLE I**

**NAME**

The name of the Company shall be "Sumi Restaurants, LLC".

**ARTICLE II**

**ADDRESS**

The mailing address and the street address of the principal office of the Company shall be 2315 Beach Boulevard, Ste. 201, Jacksonville Beach, Florida 32250.

**ARTICLE III**

**DURATION**

The period of duration for the limited liability company shall begin on September 1, 2011, and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV**

**MANAGEMENT**

The Company shall be a manager-managed company and the initial manager shall be Escape Restaurant Group, LLC, whose mailing address is 2315 Beach Boulevard, Ste. 201, Jacksonville Beach, Florida 32250.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's initial registered agent is 515 E. Park Ave., Tallahassee, FL 32301. The name of the Company's initial registered agent at that office is NRAI Services, Inc.

**ARTICLE VI**  
**MEMBERSHIP INTERESTS**

The Membership Interests (as defined in § 608.402 of the Act) of the Company shall be represented by Member Units. The maximum number of Member Units which the Company is authorized to have outstanding at any one time is 100,000.

IN WITNESS WHEREOF, the undersigned, being an Authorized Representative of the Company, has executed these Amended and Restated Articles of Organization on behalf of the Company in accordance with § 608.411 of the Act.

ESCAPE RESTAURANT GROUP, LLC,

By: \_\_\_\_\_

Rudolph C. Theale, Manager

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of Sumi Restaurants, LLC, a Florida limited liability company (the "Company"), in the Company's Amended and Restated Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Amended and Restated Articles of Organization, the undersigned 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 the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 24 day of February, 2012.

**NRAI SERVICES, INC.**

By:   
Print Name: Michele Holden  
Print Title: Asst. Secretary

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TALLAHASSEE, FLORIDA