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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

NOV 27 2012

Russell Latimer, Managing Member
Thirsty Marlin Franchising, LLC
1023 Florida Avenue
Palm Harbor, Florida 34684

November 6, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

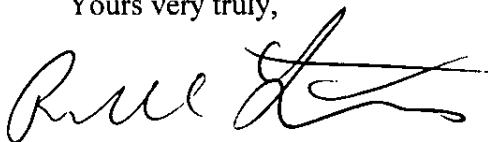
RE: Articles of Organization
Thirsty Marlin Franchising, LLC

Dear Administrator:

Enclosed please find duplicate originals of the Articles of Organization and the Statement Accepting Appointment as Registered Agent for the newly organized limited liability company, Thirsty Marlin Franchising, LLC. Also enclosed is a check in the amount of one hundred fifty five dollars (\$155.00) as payment of the filing fees and for a certified copy of the Articles of Organization.

Please do not hesitate to call me should you need additional information or have any questions about the enclosed Articles. Thank you for your attention to this matter and for returning a set of certified originals to me at your earliest convenience. Until then, I remain

Yours very truly,



Russell Latimer

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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
Thirsty Marlin Franchising, LLC
A FLORIDA LIMITED LIABILITY COMPANY

THE UNDERSIGNED, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is: Thirsty Marlin Franchising, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1023 Florida Avenue
Palm Harbor, Florida 34684

ARTICLE III - Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

Russell Latimer
1023 Florida Avenue
Palm Harbor, Florida 34684

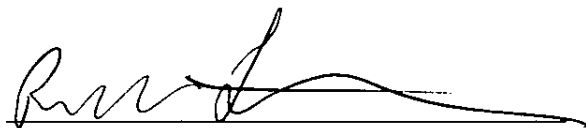
ARTICLE IV - Management:

The Company is to be managed by a Board of Directors.

ARTICLE V - Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a Member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 6th day of November 2012.



Russell Latimer
Organizer
Thirsty Marlin Franchising, LLC

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TALLAHASSEE, FLORIDA

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

Thirsty Marlin Franchising, LLC

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as Registered Agent to accept service of process for the above stated limited liability Company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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



Russell Latimer
Registered Agent
Thirsty Marlin Franchising, LLC

Filing Fee: \$100.00 for Articles of Organization
 \$25.00 for Designation of Registered Agent
 \$30.00 for Certified Copy

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TALLAHASSEE, FLORIDA