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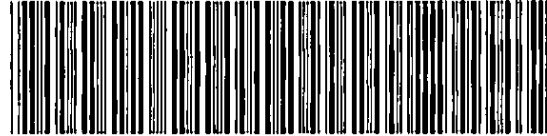
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Name:	U.S. RESTAURANTS, LLC
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Order #:	10767343

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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**ARTICLES OF CONVERSION OF
U.S. RESTAURANTS CORPORATION,
(a Minnesota corporation)**

Into

**U.S. RESTAURANTS, LLC
(a Florida limited liability company)**

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The following Articles and Plan of Conversion of U.S. Restaurants Corporation, a Minnesota corporation (the "Company" or "Converting Entity"), have been prepared and are hereby being filed with the Minnesota Secretary of State pursuant to Minnesota Statutes Section 302A.686 and the Florida Department of State pursuant to Florida Statutes Section 605.1045.

1. **Plan of Conversion.** Pursuant to the Plan of Conversion (the "Plan"), a true and correct copy of which is attached hereto and incorporated herein by this reference as Exhibit A (the "Plan"), U.S. Restaurants Corporation, a Minnesota corporation, shall be converted (the "Conversion") from a Minnesota business corporation under Minn. Stat. Ch. 302A to a Florida limited liability company under the Florida Revised Limited Liability Company Act, Florida Stat. Ch. 605. Upon Conversion, the name of the limited liability company shall be "U.S. Restaurants, LLC," a Florida limited liability company subject to the Revised Florida Limited Liability Company Act, Florida Stat. Ch. 605 (upon Conversion, the "Converted Entity").

2. **Approval.** The Plan has been approved in accordance with all applicable statutes including without limitation, the relevant provisions of the Minnesota Business Corporations Act, Chapter 302A, and specifically 302A.684 and the relevant provisions of the Florida Revised Limited Liability Company Act, Florida Stat. Ch. 605. Such approval was obtained through the written authorization of the holders of all of the issued and outstanding shares of capital stock of the Company (which persons also constitute all of the persons who, as a result of the Conversion, will have interest holder liability under Florida Revised Limited Liability Company Act, Florida Stat. Ch. 605.1043(1)(b)) and the sole Director of the Company.

3. **Articles of Organization and Operating Agreement.** The Articles of Organization of U.S. Restaurants, LLC, a Florida limited liability company, and the Operating Agreement thereof, are included in the Plan attached hereto as Exhibit A, as Plan Exhibit 2 and Plan Exhibit 3, respectively.

4. **Effective Time.** The Conversion shall become effective as of 11:59 p.m., EST on December 31, 2017.

5. **Payment of Appraisal Rights.** The Converted Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under Florida Stat. Ch. 605.1006 and 605.1061-605.1072.

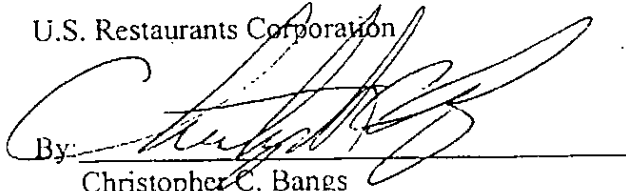
6. **Terms and Conditions.** The undersigned personally certifies that there are no terms and conditions of the Conversion.

7. **Jurisdiction and Date of Organization of Converting Entity.** The Converting Entity was organized in Minnesota as a Minnesota business corporation under the Minnesota Business Corporation Act, Minn. Stat. Ch. 302A.001, et. seq. The date of organization of the Converting Entity in Minnesota was May 25, 1984. The Converting Entity's organizational identification number related to its organizational status as a Minnesota corporation is 4Q-951.

The undersigned hereby certifies (i) that the foregoing is true and accurate, (ii) that he has the authority to sign these Articles of Conversion on behalf of the Company, (iii) that he understands that by signing these Articles of Conversion, he is subject to the penalties of perjury as set forth in Minn. Stat. Section 609.48 as if he has signed these Articles of Conversion under oath; and (iv) this document is further executed in accordance with section 605.0203(1)(b), Florida Statutes and that the undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Stat. Ch. 817.155.

Dated: December 22, 2017

U.S. Restaurants Corporation

By: 

Christopher C. Bangs

Its: Chief Executive Officer

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**ARTICLES OF ORGANIZATION
OF
U.S. RESTAURANTS, LLC**

ARTICLE I – Name:

The name of the limited liability company is U.S. Restaurants, LLC (the “Company”)

ARTICLE II – Address:

The mailing and street address of the principal office of the Company is 7647 Martino Circle, Naples, FL 34112.

ARTICLE III – Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV – Management:

The Company is to be managed by its Members, unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V – Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI – Adoption of Operating Agreement:

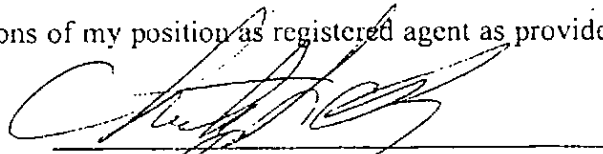
The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

ARTICLE VII – Initial Registered Agent and Office:

The initial registered agent for the Company shall be Christopher C. Bangs and the street address of the Company’s initial registered office is 7647 Martino Circle, Naples, FL 34112.

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

am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.


Christopher C. Bangs

ARTICLE VIII – Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.


ARTICLE IX – Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company (“Indemnatee”), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

Unless dissolved in accordance with the Company’s Operating Agreement, the remaining Member(s) shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned member representative has executed these Articles of Organization as of this 22nd day of December, 2017.


Christopher C. Bangs

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EXHIBIT A

Description of Capital Contributions

Member	Contribution	Agreed Value	Percentage Interest
Christopher C. Bangs, Trustee of the Christopher C. Bangs Revocable Trust U/A/D February 7, 1992	Deemed Pro-rata ownership of all assets of U.S. Restaurants Corporation upon Conversion.	Determined by reference to 1120S of U.S. Restaurants Corporation for the calendar year ended 12/31/17 to be filed subsequently.	See Schedule K-1 of the 1120S of U.S. Restaurants Corporation for the calendar year ended 12/31/17 to be filed subsequently
Amy L.S. Bangs, Trustee of the Amy L.S. Bangs Revocable Trust U/A/D U/A/D August 26, 1999	Deemed Pro-rata ownership of all assets of U.S. Restaurants Corporation upon Conversion.	Determined by reference to 1120S of U.S. Restaurants Corporation for the calendar year ended 12/31/17 to be filed subsequently.	See Schedule K-1 of the 1120S of U.S. Restaurants Corporation for the calendar year ended 12/31/17 to be filed subsequently

The initial Manager shall be Christopher C. Bangs, an individual.