

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L220002
FILED 8:
June 01,
Sec. Of s
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Article I

The name of the Limited Liability Company is:

WAKE SHACK USA LLC

Article II

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

62 GRANDE POINTE CIRCLE
PANAMA CITY BEACH, FL. US 32413

The mailing address of the Limited Liability Company is:

62 GRANDE POINTE CIRCLE
PANAMA CITY BEACH, FL. US 32413

Article III

The name and Florida street address of the registered agent is:

CAREY CLARK IV
14210 BRADSHAW RD
TYLER, FL. 75707

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.

Registered Agent Signature: CAREY CLARK IV

Article IV

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The name and address of person(s) authorized to manage LLC:

Title: AMBR
CAREY CLARK IV
14210 BRADSHAW RD
TYLER, TX. 75707 US

Title: AMBR
DAVID T BAILEY III
62 GRANDE POINTE CIRCLE
PANAMA CITY BEACH, FL. 32413 US

Signature of member or an authorized representative

Electronic Signature: DAVID TODD BAILEY III

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.