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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Gainesville Pizza LC

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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

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November 5, 1998

UCC FILING & SEARCH SERVICES

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SUBJECT: GAINSVILLE PIZZA, L.C.  
Ref. Number: W98000025112

*Resubmitted  
Please  
backdate*

We have received your document for GAINSVILLE PIZZA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 798A00054003

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## ARTICLES OF ORGANIZATION OF GAINSVILLE PIZZA, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I

#### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Gainsville Pizza, L.C., and its principal office shall be located at 2503 Highway 60 East, City of Valrico, County of Hillsborough, State of Florida 33594, and the mailing address will be the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### ARTICLE II

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or

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under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company shall be managed by 1 manager. The name and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows: Talal Kazbour, 2503 Highway 60 East, Valrico, Florida 33594.

### ARTICLE V

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$150.00 cash shall be paid to the limited liability company by the 3 members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled a distributive share of the profits based upon each member's proportionate capital contribution to the company as shown on the books of the company on the last day of the preceding fiscal year. The distributive share of the profits shall be determined and paid to the members on the first day of the second month after the close of the company's fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares equal to each member's proportionate capital contribution to the company as shown on the books of the company on the last day of the preceding fiscal year.

## **ARTICLE VIII**

### **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 750 West Lumsden, City of Brandon, County of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is C. Cole Jeffries, Jr.

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The undersigned, authorized representative of the original members of the Limited Liability Company certifies that this instrument constitutes the proposed Articles of Organization of Gainesville Pizza, L.C.

Executed by the undersigned at 750 West Lumsden, Brandon, Florida on November 3, 1998.



C. Cole Jeffries, Jr.  
Organizer and Authorized  
Representative of Members

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## STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

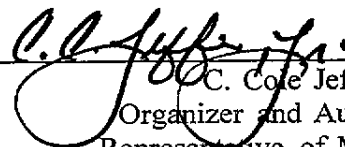
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the Limited Liability Company is Gainsville Pizza, L.C.

The name of the registered agent for Gainsville Pizza, L.C. is C. Cole Jeffries, Jr. and the street address of the company's principal office where the agent is located is 750 West Lumsden, Brandon, Florida 33511.

This statement is to acknowledge that, as indicated above, Gainsville Pizza, L.C. has appointed me, C. Cole Jeffries, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: November 3, 1998

  
C. Cole Jeffries, Jr.  
Organizer and Authorized  
Representative of Members

The foregoing instrument was acknowledged before me this 3rd day of November 1998, by C. Cole Jeffries, Jr., agent on behalf of Gainsville Pizza, a Limited Liability Company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public



CINDA D RANDOLPH  
My Commission CC422006  
Expires Nov. 20, 1998  
Bonded by HAI  
800-422-1555

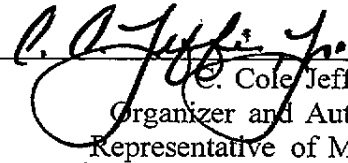
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of Gainsville Pizza, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$150.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ N/A. A description of the property is attached as Exhibit    and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$150.00. This total includes the amounts from 2 and 3 above.

  
C. Cole Jeffries, Jr.  
Organizer and Authorized  
Representative of Members

The foregoing instrument was acknowledged before me this 3rd day of November, 1998, by C. Cole Jeffries, Jr., agent on behalf of Gainsville Pizza, a Limited Liability Company. He is personally known to me or has produced            as identification.

  
Notary Public



CINDA D RANDOLPH  
My Commission CC-422008  
Expires Nov. 20, 1998  
Bonded by HA1  
800-422-1555

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