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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Greater Gainesville.
Pizza, LLC

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CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
GREATER GAINSVILLE PIZZA, LLC

- FIRST:** The date of filing of the Articles of Organization was March 25, 1999.
- SECOND:** The following amendment to the Articles of Organization were adopted by the limited liability company on April 6, 1999:

ARTICLE V - Admission of Additional Members

Subject to the prior written approval of Pizza Hut, Inc., the right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be:

From the date of the formation of the Limited Liability Company, any person or entity acceptable to the members by the unanimous vote thereof may become a member of the Limited Liability Company either by the issuance of the Limited Liability Company of membership interests for such consideration as the members by their unanimous votes shall determine, or as a transferee of a member's membership interest or any portion thereof, subject to the terms and conditions of the Operating Agreement. No new members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Limited Liability Company. The Limited Liability Company may, at the option of the members, at the time a member is admitted, close the company books (as though the Limited Liability Company's tax year had ended) or make pro rata allocations of loss, income and expense deductions to a new member for that portion of the Limited Liability Company's tax year in which a member was admitted in accordance with the provisions of 706(d) of the Code and the Treasury Regulations promulgated thereunder.

Dated: April 12, 1999.

GREATER GAINESVILLE PIZZA, LLC

By: 

(Bill Stasiewicz)

By: 

(Yoriko Stasiewicz)

MEMBERS

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