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LAW OFFICE  
COLEMAN, TALLEY, NEWBERN, KURRIE, PRESTON & HOLLAND  
LIMITED LIABILITY PARTNERSHIP

WADE H. COLEMAN  
GEORGE T. TALLEY  
C. GEORGE NEWBERN  
THOMPSON KURRIE, JR.  
RICHARD L. COLEMAN  
EDWARD F. PRESTON  
WILLIAM E. HOLLAND  
R. CLAY POWELL  
GREGORY T. TALLEY  
RUSSELL D. HENRY

910 NORTH PATTERSON STREET  
POST OFFICE BOX 5437  
VALDOSTA, GA 31603-5437  
TELEPHONE 912-242-7562  
TELECOPIER 912-333-0885

OF COUNSEL  
JOHN T. MCTIER  
B. LAMAR TILLMAN  
(1912-1990)  
HENRY T. BRICE  
(1925-1976)

May 17, 1999

Via Federal Express

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: FryGuys, L.L.C.

000002878830--5  
-05/18/99--01057--003  
\*\*\*\*293.75 \*\*\*\*293.75

Dear Ladies and Gentlemen:

Enclosed please find the following for filing with your office:

1. Articles of Organization and Affidavit of FryGuys, L.L.C.
2. Certificate of Designation of Registered Agent.

L99-3004  
W99-11933

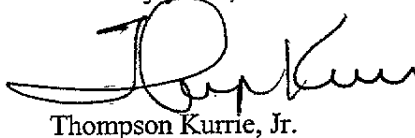
The Managing Member, Motmanco, Inc., a Georgia corporation, is qualified to do business in the State of Florida. Its registration number is F98000004363.

Also enclosed please find our check made payable to the Florida Department of State in the amount of \$293.75 representing the filing fee of \$250.00, the designation of registered agent fee of \$35.00 and the certificate of status fee of \$8.75.

If you find everything in order, would you please file the enclosed documents and return the Letter of Acknowledgment and Certificate to my attention in the attached Federal Express envelope.

If you have any questions, please telephone me; or in my absence, my Assistant, Hope Fitch.

Sincerely yours,

  
Thompson Kurrie, Jr.

TK,jr:hcf  
Enclosures

99 MAY 25 PM 3:14  
STATE OF FLORIDA  
TALLAHASSEE

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CUT



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 21, 1999

THOMPSON KURRIE, JR.  
COLEMAN, TALLEY, NEWBERN ET AL.  
910 NORTH PATTERSON ST.  
VALDOSTA, GA 31603-5437

SUBJECT: FRYGUYS, L.L.C.  
Ref. Number: W99000011933

We have received your document for FRYGUYS, L.L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company to continue the business on 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 the limited liability company. Reference to the operating agreement/regulations is not sufficient.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 099A00028195

LAW OFFICES  
**COLEMAN, TALLEY, NEWBERN, KURRIE, PRESTON & HOLLAND**  
A LIMITED LIABILITY PARTNERSHIP

WADE H. COLEMAN  
GEORGE T. TALLEY  
C. GEORGE NEWBERN  
THOMPSON KURRIE, JR.  
RICHARD L. COLEMAN  
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OF COUNSEL  
JOHN T. McTIER

B. LAMAR TILLMAN  
(1912-1990)

HENRY T. BRICE  
(1925-1976)

May 24, 1999

Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

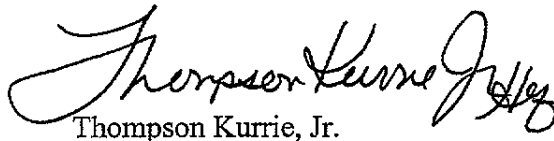
Re: FryGuys, L.L.C.  
Ref. Number: W99000011933

Dear Mr. Rivers:

Enclosed please find the your letter of May 21, 1999, the original Articles of Organization and one copy, with the changes suggested in your letter.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

  
Thompson Kurrie, Jr.

TK,jr:hef  
Enclosures

**ARTICLES OF ORGANIZATION FOR  
FRYGUYS, L.L.C.**

**ARTICLE I - Name:**

The name of the Limited Liability Company is: "FryGuys, L.L.C."

**ARTICLE II - Address:**

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

P. O. Box 3797, Valdosta, Georgia 31604 and  
319 Rosedale Place, Valdosta, Georgia 31602

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be until: December 31, 2050.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Motmanco, Inc., a Georgia corporation  
319 Rosedale Place  
Valdosta, Georgia 31602

**ARTICLE V - Admission of Additional Members:**

The right, if given, to the members to admit additional members and the terms and conditions of the admission shall be:

The members may not admit additional members without the written  
consent of McDonald's Corporation, a Delaware corporation.

**ARTICLE VI - Members Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 the limited liability company shall be:

Upon the consent of all the remaining members within 90 days of  
such event and there is at least one remaining member.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

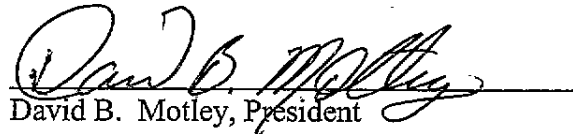
## ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of FryGuys, L.L.C. certifies:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the members is \$100.00.
3. If any, the agreed upon value of property other than cash contributed by members is \$517,189.00 (a description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$517,289.00.

MOTMANCO, INC., a Georgia corporation

By:

  
David B. Motley, President

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

FILED  
99 MAY 25 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FRYGUYS, L.L.C.**  
**DESCRIPTION OF PROPERTY**

Restaurant Equipment and Fixtures.

Leaselord Improvements

Intangibles.

**FILED**  
99 MAY 25 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

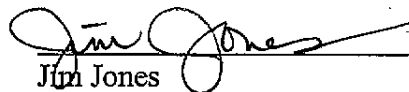
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 609.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FryGuys, L.L.C.
2. The name and address of the registered agent and office is:

Jim Jones  
Route 1, Box 373 - 3  
Lake City, FL 32055

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed 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 regarding the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Jim Jones

**FILED**  
99 MAY 25 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA