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\*\*\*\*397.50 \*\*\*\*397.50

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

HDMG Restaurants LLC

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

**RUSH**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other LLC

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

8-27-99

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99 AUG 27 PM 1:43  
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99 AUG 27 AM 11:14  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**HDMG RESTAURANTS, L.L.C.**

**A Florida Limited Liability Company**

**ARTICLE 1**

**NAME**

The name of this Limited Liability Company is: HDMG Restaurants, L.L.C.

**ARTICLE 2**

**DURATION**

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

**ARTICLE 3**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The mailing address and street address of the principal office of the limited liability company is 530 Seabreeze Blvd., Daytona Beach, FL 32118. The name and address of the initial registered agent of the limited liability company is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

**ARTICLE 4**

**MANAGEMENT**

The limited liability company is to be managed by its members. The name and address of the managing member is:

James Dalton  
530 Seabreeze Blvd.  
Daytona Beach, FL 32118

## ARTICLE 5

### CONTINUATION OF BUSINESS

Upon the death, bankruptcy, retirement, resignation, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) within 90 days after the occurrence of the event of dissociation, the members, by a majority in interest vote, consent in writing to the continuation of the business.

## ARTICLE 6

### ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as an additional member without the unanimous consent of the members. If such person is admitted, he or she shall be subject to the obligations and limitations in the Regulations and Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned members do hereby execute and acknowledge these articles of organization this 25<sup>th</sup> day of August, 1999.

  
James Dalton, Managing Member

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99 AUG 27 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of HDMG Restaurants, L.L.C. depose and say:

1. the above named limited liability company has at least two (2) members;
2. the total amount of cash contributed by its members is Two Hundred Thousand and 00/100 Dollars (\$200,000.00);
3. if any, the agreed net fair market value of property other than cash contributed by its members is Zero Dollars (\$ 0.00 );
4. the total amount of cash or property anticipated to be contributed by its members is Two Hundred Thousand and 00/100 Dollars (\$200,000.00). This total includes amounts from items 2 and 3 above.

  
James Dalton, Managing Member

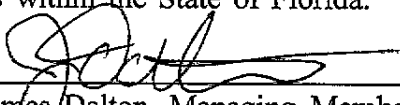
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29 AUG 27 PM 1:44

CLERK OF DISTRICT COURT  
JULIASSE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS**

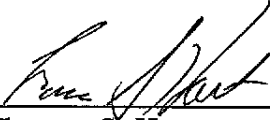
Pursuant to Section 608.415 Florida Statutes, HDMG Restaurants, L.L.C. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

  
James Dalton, Managing Member

**ACCEPTANCE OF DESIGNATION**

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of HDMG Restaurants, L.L.C. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By:   
Thomas S. Hart  
Vice President

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TALLAHASSEE, FLORIDA