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CORPORATE & SECURITIES
REAL ESTATE

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VIA UPS OVERNIGHT

August 25, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Michael Mays

Re: Orlando Cheeburger, L.L.C.

Dear Mike:

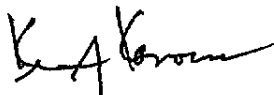
Enclosed please find an original and a duplicate of the Articles of Organization, Affidavit of Membership and Certificate of Designation of Registered Agent/Registered Office form regarding the above-referenced limited liability company.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope that is enclosed. Also, please find enclosed a check in the amount of \$337.50 representing the following fees:

Receiving, filing and indexing	
Articles of Organization	\$250.00
Certified Copy of Articles of Organization	52.50
Registered Agent Fee	35.00
TOTAL:	<u>\$337.50</u>

Thank you for processing this for me. If you have any questions, please contact me.

Sincerely,



Keith J. Kanouse
For the Firm

Enclosures
cc (w enc.) Bruce Zicari

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**ARTICLES OF ORGANIZATION
of
ORLANDO CHEEBURGER, L.L.C.**

Article 1

Name

The name of this limited liability company is Orlando Cheeburger, L.L.C.

Article 2

Duration

This limited liability company will exist in perpetuity, until dissolved in accordance with the Florida Limited Liability Company Act.

Article 3

Purpose

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business control when in conflict with these Articles of Organization.

Article 4

Address

The street address of the principal place of business and mailing address of this limited liability company is 15951 McGreagor Boulevard, Suite 2-A, Fort Myers, FL 33908.

Article 5

Initial Registered Agent and Office

The initial registered agent of the limited liability company is Keith J. Kanouse, Esq. The initial registered office address is Kanouse & Walker, P.A., Peninsula Executive Center, Suite 270, 2385 Executive Center Drive, Boca Raton, FL 33431.

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SECRETARY OF STATE
DIVISION

Article 6

Management

The limited liability company will be managed a Manager. His name and address is:

Bruce Zicari
C/o Cheeburger Cheburger Restaurants, Inc.
15951 McGreagor Blvd. Unit 2-A
Ft. Myers, FL 33908

Article 7

Powers

This limited liability company has all of the powers enumerated in the Florida Limited Liability Company Act.

Article 8

Admission of New Members

The members have the right to admit new members. Only new membership interests may be issued for the admission of new members. No existing membership may be transferred to a third party.

The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for any consideration the members determine.

Article 9

Right of Continuance

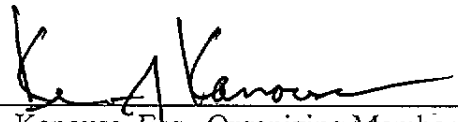
The members have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company.

Article 10

Regulations

The Regulations may be adopted, altered, amended, or repealed by the members.

IN WITNESS WHEREOF, the Organizing Member of the limited liability company has signed these Articles of Organization on August 25, 1999, thereby affirming under penalties of perjury that the facts contained in these Articles of Organization are true to the best of his knowledge.


Keith J. Kanouse, Esq., Organizing Member

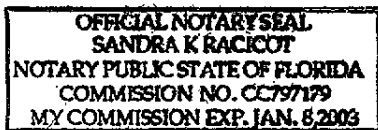
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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on August 25, 1999, by Keith J. Kanouse, who personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:



sign 
print Sandra K. Racicot

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PALM BEACH

I, Keith J. Kanouse, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

1. The name of the limited liability company is Orlando Cheeburger, L.L.C.
2. The limited liability company has at least 1 member.
3. The name and address of the member of the limited liability company is:

Cheeburger Cheeburger Restaurants, Inc.
Bruce Zicari, President
15951 McGreagor Blvd. Unit 2-A
Ft. Myers, FL 33908

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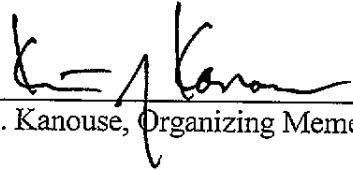
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SECRETARY OF STATE
TAMPA, FLORIDA

4. The amount of cash and a description and agreed value of property other than cash contributed by each member is as follows:

<u>Member</u>	<u>Value</u>	<u>Description</u>
Cheeburger Cheeburger Restaurants, Inc.	\$25,000	Cash

5. The amount of cash and a description and agreed value of property other than cash to be contributed by each member is as follows:

<u>Member</u>	<u>Value</u>	<u>Description</u>	<u>When Contributed</u>
None			



Keith J. Kanouse, Organizing Member

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Subsection 608.407(1)(d) of the Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

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

Keith J. Kanouse
Kanouse & Walker, P.A.
Peninsula Executive Center, Suite 270
2385 Executive Center Drive
Boca Raton, FL 33431

SIGNATURE Keith J. Kanouse
TITLE Organizing Member
DATE August 25, 1999

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DIVISION OF
CORPORATE
AFFAIRS

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.

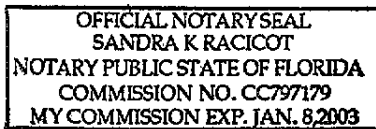
SIGNATURE Keith J. Kanouse
DATE August 25, 1999

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on August 25, 1999, by Keith J. Kanouse, who personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:



sign Sandra K. Racicot
print Sandra K. Racicot

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced:

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FILED
CLERK OF DISTRICT COURT
Palm Beach County, Florida
1999 AUG 26 PM 3:45