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(City/State/Zip/Phone #)

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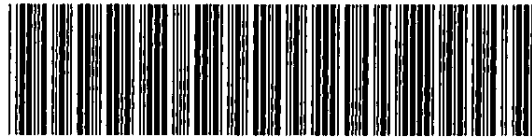
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FILED
2008 MAY 27 P 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD W. ROGERS
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN INDIANA AND ILLINOIS

May 21, 2008

Reference: Authorization to transact business and Designation of Registered Agent for Bruno and Steve's Pizza of Elkhart, LLC

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are the following:

- 1) The Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida filed on behalf of Bruno and Steve's Pizza of Elkhart, L.L.C.
- 2) An original Certificate of Organization issued *electronically* by the Indiana Secretary of State on May 16, 2008 for said company,
- 3) A Certificate of Designation of Registered Agent/Registered Office for said company, and
- 4) My check in the amount of \$160.00 to the Florida Department of State as filing fee for the Application (\$100.00), the Designation of Registered Agent (\$25.00), a Certified Copy (\$30.00), and a Certificate of Status (\$5.00).

Please return all correspondence concerning this matter to this office.

For further information, please call this office at 547-825-9441.

Sincerely yours,

Richard W. Rogers

RWR/ca

Encls.

CC: Bruno Cataldo
Steve Cappelletti

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Bruno and Steve's Pizza of Elkhart, L.L.C.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Bruno's Pizza

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Indiana

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-2626740

(FEI number, if applicable)

4. May 16, 2008

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. no business transacted

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3501 West Vine Street

Kissimmee, FL 34741

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒


9. The name and usual business addresses of the managing members or managers are as follows:

Stephen P. Cappelletti, 3501 W. Vine Street, Kissimmee, FL 34741

Bruno M. Cataldo, 53323 Trenton Lane, Bristol, IN 46507

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: fast food service/pizza



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stephen P. Cappelletti

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Bruno and Steve's Pizza of Elkhart, L.L.C.

If name unavailable, the alternate name to be used in the state of Florida is:

Bruno's Pizza

2. The name and the Florida street address of the registered agent and office are:

Stephen P. Cappelletti

(Name)

3501 W. Vine Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Kissimmee, (34741)

FL

City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 27 P 4:16

FILED

State of Indiana
Office of the Secretary of State

CERTIFICATE OF ORGANIZATION

of

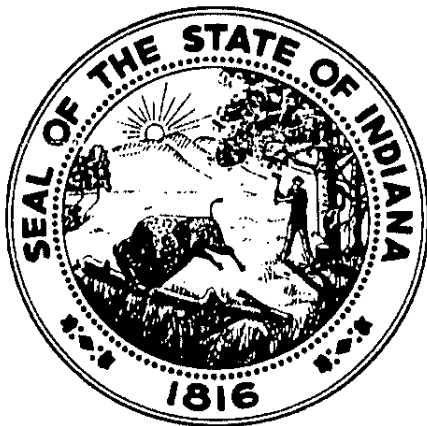
BRUNO AND STEVE'S PIZZA OF ELKHART, L.L.C.

I, Todd Rokita, Secretary of State of Indiana, hereby certify that Articles of Organization of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented confirms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

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TALLAHASSEE, FLORIDA

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, May 16, 2008.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 16, 2008



A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

RECEIVED 05/16/2008 01:00 PM

APPROVED AND FILED
TODD ROKITA
INDIANA SECRETARY OF STATE
5/16/2008 1:00 PM

ARTICLES OF ORGANIZATION

Formed pursuant to the provisions of the Indiana Business Flexibility Act.

ARTICLE I – NAME AND PRINCIPAL OFFICE

BRUNO AND STEVE'S PIZZA OF ELKHART, L.L.C.
53323 Trenton Lane, Bristol, IN 46507

ARTICLE II – REGISTERED OFFICE AND AGENT

Bruno M. Cataldo
53323 Trenton Lane, Bristol, IN 46507

ARTICLE III – GENERAL INFORMATION

Effective Date: 5/16/2008

- What is the latest date upon which the Perpetual entity is to dissolve?:
- Who will the entity be managed by?: Members
- Electronic Signature: Bruno M. Cataldo

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