

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
ROLY POLY UNIVERSITY, L.L.C.**

The undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certifies as follows:

1. The name of the Limited Liability Company is **Roly Poly University, L.L.C.**

2. The term of the Limited Liability Company shall commence the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve upon the first of the following events; (a) when there is no remaining Member, unless the holders of all the financial rights in the Limited Liability Company agree in writing, within 90 days after the cessation of the membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or (b) on the written consent by all of the Members in their sole discretion.

3. The purpose for which this Limited Liability Company is organized is:

to provide training for Roly Poly franchises, and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.

4. The location and mailing address of the initial registered office shall be 5018 Stratford Road, Birmingham, Alabama 35242, and the name of the initial registered agent at that address shall be James Giffin.

5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

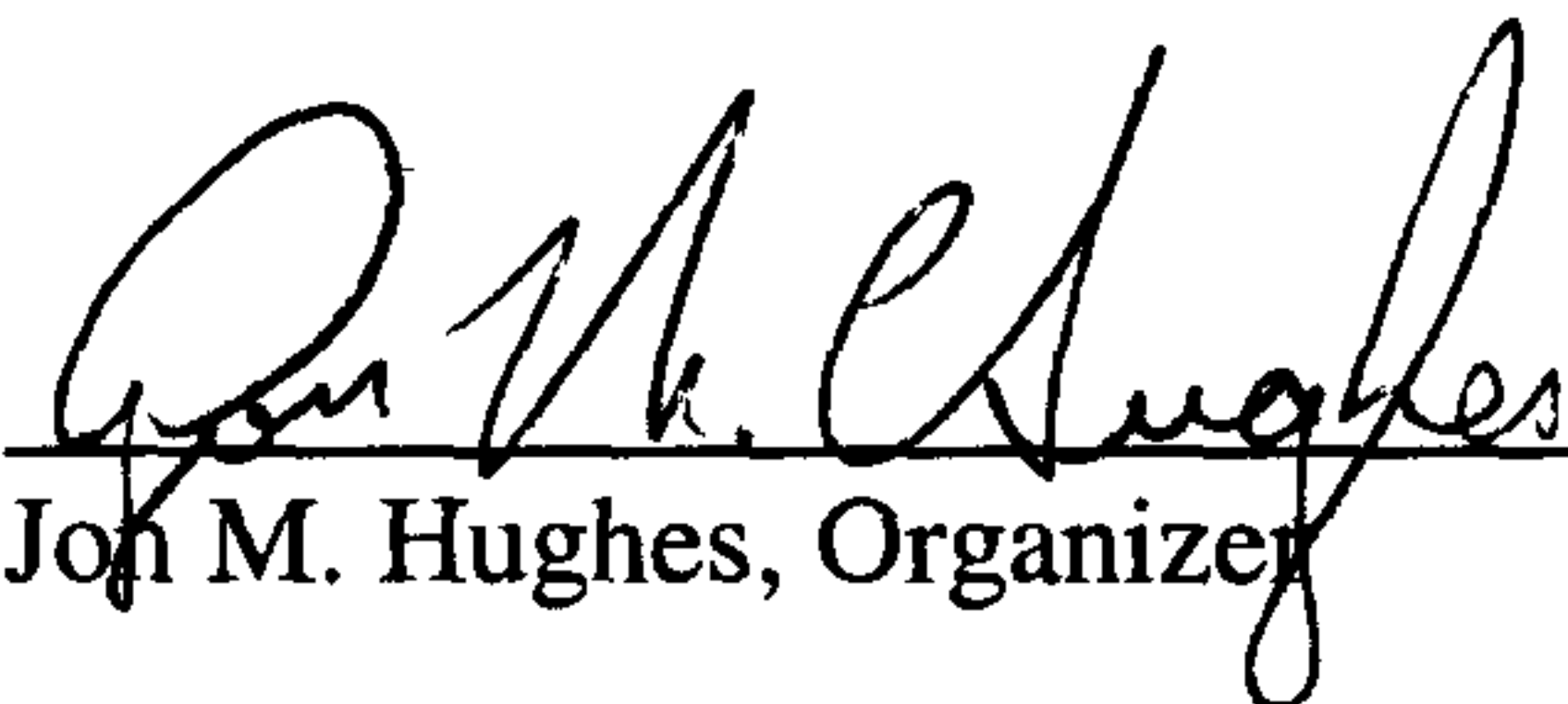
<u>NAME</u>	<u>MAILING ADDRESS</u>
Giffin Franchise Systems, L.L.C.	5018 Stratford Road Birmingham, Alabama 35242
Roly Poly Franchise Systems, L.L.C.	13245 Atlantic Blvd. Suite 4-399 Jacksonville, Florida 32225

6. The members of the Limited Liability Company shall have the right to admit additional members upon the unanimous written consent of all members of the Limited Liability Company.

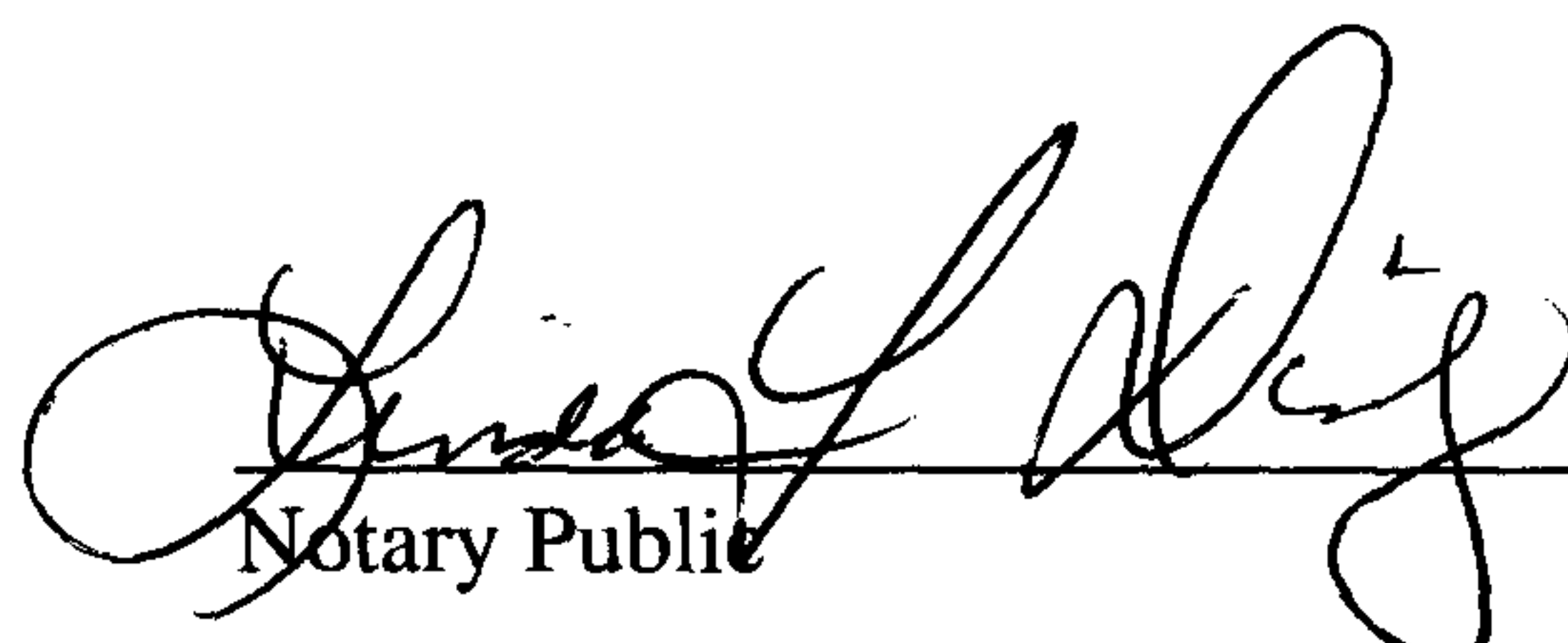
7. The Limited Liability Company shall be managed by its manager as provided in the Operating Agreement. The name and address of the manager is:

Giffin Franchise Systems, L.L.C.
5018 Stratford Road
Birmingham, Alabama 35242

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal on this the 2nd day of February, 2005.


Jon M. Hughes, Organizer

Sworn to and subscribed before me this 2nd day of February, 2005.


Notary Public

My Commission Expires: 1/11/07

Prepared by:

Jon M. Hughes
Kee & Selby, LLP
1900 International Park Drive
Suite 220
Birmingham, Alabama 35243