

**ARTICLES OF ORGANIZATION**  
  
**of**  
  
**EL POTRO MEXICAN RESTAURANT, L.L.C.**

The undersigned, acting pursuant to the Alabama Limited Liability Company Act, as last amended, hereby adopt the following Articles of Organization:

1. The name of the Limited Liability Company is:

**EL POTRO MEXICAN RESTAURANT, L.L.C.**

2. The period of duration is perpetual.
3. The purposes for which the Limited Liability Company is organized are:
  - A. To own and operate a restaurant business, and to supply related services therefor;
  - B. To sell, lease and otherwise deal in real estate; to construct buildings thereon, including private residences, apartments, office buildings, retail stores and other commercial buildings; to buy or lease said real estate; to contract for the installment sale of real estate, to sell real estate and thereafter hold or retain mortgages or other indebtedness thereon, to purchase and sell notes, contracts or other instruments concerning real estate; and to otherwise invest in, promote or develop real estate;

- C. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- D. To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;
- E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- F. To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction; and
- G. To engage in and to transact any or all lawful business permitted under the Alabama Limited Liability Company Act.

4. The location and street address of the initial registered office shall be:

251 Buck Creek Plaza, Alabaster, Shelby County, AL 35007;

and the initial registered agent at said address is:

Jose Maria Cerillo.

5. The names and addresses of the initial members of the Limited Liability Company are:

<u>Name</u>	<u>Address</u>
Alejandro Mendez	104 Cole Lane Rainbow City, AL 35906
Jose Maria Cerrillo	688 Rice Mill Chaviers Road Albertville, AL 35951

6. The names and addresses of the initial Operating Managers / Managing Members who are to serve until the first annual meeting of the members or until their successors is elected and qualified, are:

<u>Name</u>	<u>Address</u>
Alejandro Mendez	104 Cole Lane Rainbow City, AL 35906
Jose Maria Cerrillo	688 Rice Mill Chaviers Road Albertville, AL 35951

7. Any Operating Manager / Managing Member shall have authority to enter into any contract or other agreement on behalf of the Company.

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

9. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company following an act of dissolution

or disassociation of a member, or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their signatures unto these Articles of Organization as of this the 8 day of March, 2010.

Alejandro Mendez  
Alejandro Mendez

Jose Maria Cerrillo  
Jose Maria Cerrillo

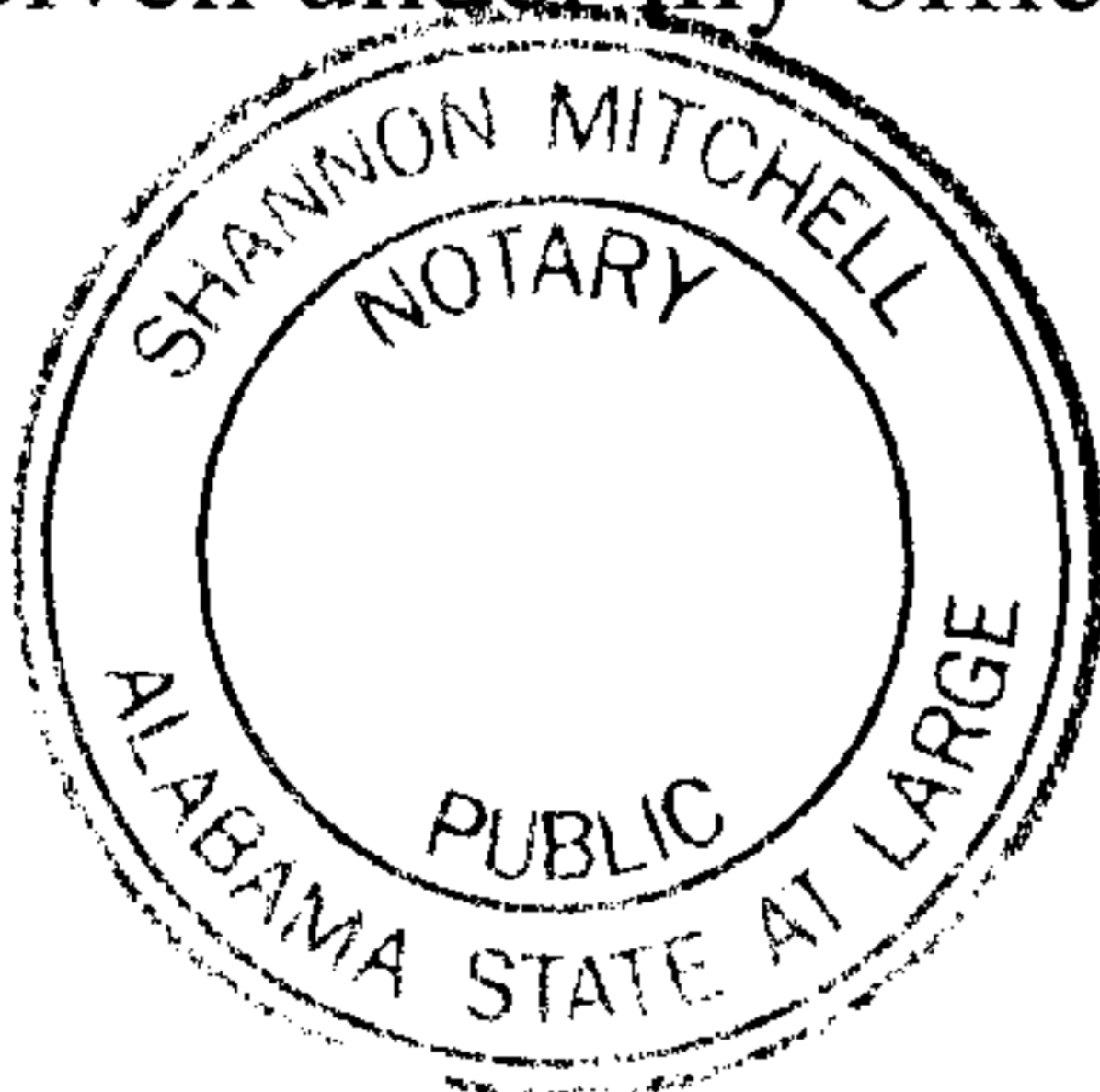
STATE OF ALABAMA       )  
  )  
COUNTY OF MARSHALL    )

**ACKNOWLEDGMENT**

I, Shannon Mitchell, a Notary Public in and for said State and County, hereby certify that **Alejandro Mendez** and **Jose Maria Cerrillo**, whose names are signed to the foregoing Articles of Organization, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Organization, they executed the same voluntarily on the day the same bears date.

Given under my official hand and seal as of the 8 day of March, 2010.

Seal:



Shannon Mitchell  
NOTARY PUBLIC  
My Commission Expires: 2/7/2011

This instrument prepared by:  
Shannon Mitchell  
Attorney at Law  
Post Office Box 753  
Boaz, AL 35957  
256/593-7130

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