

W01000018957

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October 12, 2001

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BRADLEY P. BLYSTONE
MILDRED BEAM-RUCKER

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301


Re: UCC-1 Financing Statement

Dear Sir or Madam:

W01-24267
L01-18957

Enclosed please find for filing a Articles of Organization of La Cuisine d'Or LLC.
Also enclosed is this firm's check in the amount of \$155.00 representing the filing and certified
copy fee. Please return the Certified copy to me in the enclosed stamped addressed envelope.

Sincerely,


JAMES B. BOGNER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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JBB/as
Enclosures

cep

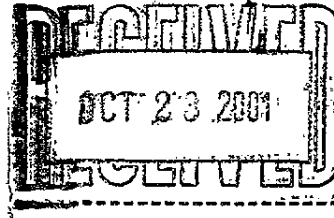


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 2001

JAMES B. BOGNER
MATEER & HARBERT, P.A.
PO BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: LA CUISINE D'OR LLC
Ref. Number: W01000024267



We have received your document for LA CUISINE D'OR LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 501A00057889

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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October 30, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 3230114

Re: La Cuisine d'Or LLC
Ref. No.: W01000024267

Dear Sir or Madam:

Enclosed and in reference to the above, please find the Articles of Organization, Designation and Acceptance of Agent form and your letter of October 19, 2001. It is my understanding that you still have our check in the amount of \$155.00, to cover the cost of this filing.

Please certify the copy of the enclosed and return the certified copy to me, in the enclosed self-addressed and postage pre-paid envelope.

Thank you for your assistance in this matter. Should you have any questions, please not hesitate to contact my office.

Sincerely,


JAMES B. BOGNER

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DIVISION OF CORPORATIONS
OCT 31 2001
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JBB/as
Enclosures

ARTICLES OF ORGANIZATION
of
La Cuisine d'Or LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be La Cuisine d'Or LLC ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 2009 Venetian Way, Winter Park, FLorida 32789.

ARTICLE III – DURATION

The period of duration of the Company shall be perpetual commencing on the date these Articles of Organization are filed by the Florida Department of State unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement of the Company.

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Lawrence J. Phalin, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be set forth in the Operating Agreement of the Company.

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SECRETARY OF STATE
JAN 13 2010
10:03 AM
TALLAHASSEE, FLORIDA

ARTICLE VII – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company as provided in Section 608.441, Florida Statutes, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members (except in the event a single member is permitted under F.S., Chapter 608 and the Company with a single member is treated as a pass-through entity for federal income tax purposes).

ARTICLE VIII – MANAGEMENT


The Company shall be managed by one or more managing members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managing members of the Company are:

Stephen H. Goldman
2009 Venetian Way
Winter Park, Florida 32789

ARTICLE IX – RETURN OF CAPITAL

No member may demand return of capital contributions except as may be provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization this 1st day of October, 2001.


Stephen H. Goldman

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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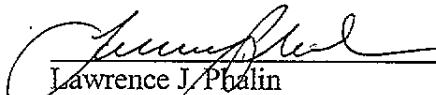
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **La Cuisine d'Or LLC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at 2009 Venetian Way, Winter Park, Florida 32789, Orange County, State of Florida, has named **Lawrence J. Phalin**, whose address is 225 East Robinson Street, Suite 600, Orlando, Florida 32801 as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 am familiar with and accept the obligations of my position as registered agent as provided for Chapter 608, F.S.



Lawrence J. Phalin
(Registered Agent)

RECEIVED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
JUN 11 2 31 PM '12