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August 20, 2002

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700007306257--5  
-08/23/02--01031--001  
\*\*\*\*155.00 \*\*\*\*155.00

Gentlemen:

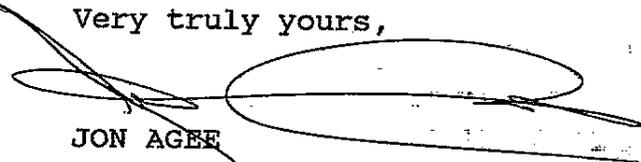
Enclosed please find the Articles of Organization for CERES CULINARY TOURS, L.L.C. The acceptance of designation by the Registered Agent for service of process is attached.

Also enclosed is my office check in the amount of \$155.00 in payment of the following fees:

Filing Articles <i>Florida Statutes</i> §608.452(2)	\$100.00
Registered Agent <i>Florida Statutes</i> §608.452(6)	\$25.00
Certified Copy of Articles <i>Florida Statutes</i> §608.452(1)	\$30.00

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,



JON AGEE

JA/bj  
Enclosures

CERES.ART

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 AUG 23 AM 9:59

FILED

8/26  
[Signature]

**ARTICLES OF ORGANIZATION  
OF  
CERES CULINARY TOURS, L.L.C.**

02 AUG 23 AM 9:50  
TALLAHASSEE, FLORIDA

These Articles of Organization are made and acknowledged by the undersigned Members for the purpose of creating a domestic limited liability company in accordance with §608.407 *Florida Statutes*.

**ARTICLE I**

The corporate name of the limited liability company shall be **CERES CULINARY TOURS, L.L.C.** The limited liability company is organized to engage in any lawful act or activity for which a limited liability company may be organized under the provisions of the Florida Limited Liability Company Act set forth in Chapter 608 *Florida Statutes*. Without limitation of the foregoing, it is anticipated that the initial business of the limited liability company will be arranging and guiding tours with culinary themes.

**ARTICLE II**

The limited liability company shall have perpetual existence, which existence shall commence upon the date these Articles of Organization are filed with the Florida Secretary of State.

**ARTICLE III**

The address of the principal business office of the limited liability company shall be 2800 East Sunrise Blvd., Suite 6-A, Fort Lauderdale, Florida 33304. The mailing address shall be 215 West 75th Street, Suite 14-D, New York, NY 10023.

**ARTICLE IV**

The street address of the initial registered office of the limited liability company shall be 2800 East Sunrise Blvd., Suite 6-A, Fort Lauderdale, Florida 33304. The name of the initial registered agent of the limited liability company at that office is Randall L. Phelan. A written acceptance of such office in accordance with §608.407(d) *Florida Statutes* accompanies these Articles.



ARTICLE V

The Members may admit additional Members by unanimous written consent of the then existing Members.

ARTICLE VI

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the remaining Member or Members have the right to continue the business of the limited liability company. The Members may make such continuation contingent upon the performance of certain duties or obligations by the limited liability company or the remaining Members by separate written arrangement.

ARTICLE VII

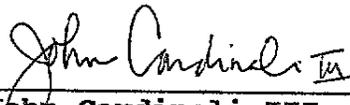
Management of the limited liability company is reserved to the Members. The managing Members names and addresses follow:

John Cardinali III                      215 West 75th Street, Suite 14-D  
New York, NY 10023.

ARTICLE VIII

Unless stated otherwise herein or by separate written document signed by the Members affected, the rights of each Member shall be equal to those of the others.

In witness whereof, the undersigned Members have signed these Articles of Organization and has acknowledged such act before a Notary Public in and for the State of Florida, on this August 20, 2002.

  
\_\_\_\_\_  
John Cardinali III

(SEAL)  
02 AUG 23 AM 9:59  
FILED  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BROWARD )

Before me personally appeared John Cardinali III, who is personally known to me or produced the following identification if not personally known to me:

NY Identification Card

(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)

and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Organization were executed freely for the purposes therein expressed.

Witness my hand and official seal this August 20, 2002.



JON AGEE  
MY COMMISSION # DD 129531  
EXPIRES: August 4, 2006  
Bonded Thru Budget Notary Services

[Signature]  
Signature of Notary Public

Printed/Typed Name of Notary Public  
Commission No. \_\_\_\_\_

My notary commission expires: \_\_\_\_\_

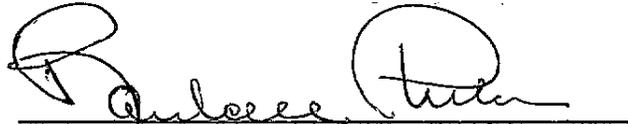
The Notary Public must affix his OFFICIAL SEAL of office in the blank space to the left of the notary public signature line above, and he must state on the lines provided above his typed name, the number of his commission and the date that his notary public commission expires, unless this information is clearly shown by the notary public seal or stamp. (If the commission is for life, he should enter "FOR LIFE" on the line.)

02 AUG 23 AM 9:59  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Notice is hereby given to the Florida Department of State in accordance with §608.415 *Florida Statutes* that the undersigned, having been designated by **CERES CULINARY TOURS, L.L.C.** in its Articles of Organization to serve as the Registered Agent of said limited liability company, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said limited liability company, as provided by §608.415(1)(a) *Florida Statutes*.

Dated this August 20, 2002.



**Randall L. Phelan**  
Registered Agent

CERES.ART

RECEIVED  
02 AUG 23 AM 9:59  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BROWARD )

Before me personally appeared Randall L. Phelan, who is personally known to me or produced the following identification if not personally known to me:

Personally known

(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)

and who did not take an oath, and acknowledged to and before me that the foregoing Acceptance of Designation of Registered Agent for CERES CULINARY TOURS, L.L.C. were executed freely for the purposes therein expressed.

Witness my hand and official seal this August 20, 2002.



JON AGEE  
MY COMMISSION # DD 129531  
EXPIRES: August 4, 2006  
Bonded Thru Budget Notary Services

*[Handwritten Signature]*

Signature of Notary Public

Printed/Typed Name of Notary Public  
Commission No. \_\_\_\_\_

My notary commission expires:

TALLAHASSEE, FLORIDA  
02 AUG 23 AM 9:59  
P.M.P. E.D.