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SECRETARY OF STATE

T. HAMPTON

FEB 1 2 2008

EXAMINER

COHEN. N'O'RRIS. SCHERER Weinberger & Wolmer

ATTORNEYS AT LAW

January 29, 2008

GARY J COHAN* FRED C. COHEN, P.A.** GREGORY R. COHEN, P.A. BERNARD A. CONKO[*][**] RYAN 5. COPPLE DOMINIC S LIBERI* RICHARD J. MEEHAN* ALFRED G MORICI* DAVID B. NORRIS, P.A. PETER R. RAY, P.A. M. RICHARD SAPIR, P.A. KENNETH J. SCHERER, P.A. ADAM R. SELIGMAN KYLE A. SILVERMAN' ROGER C. STANTON JAMES S. TELEPMAN** ROBERT M. WEINBERGER, P.A. BRENT G WOLMER, P.A.

Department of State Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re

Articles of Organization for BOPS, LLC

FEIN: 35-2311859

Our File No. 9999.00124

*O! Counsel

Board Certified Real Estate
Board Certified Business Litigation

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced Articles of Organization. Upon filing of these articles, please return the certified copy of the articles to the undersigned.

A check in the amount of \$155.00 is enclosed in payment for the following fees:

Filing fees / Registered Agent fee Certified copy of Articles \$125.00

\$ 30.00

\$155.00

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,

COHEN NORRIS, SCHERER, WEINBERGER & WOLMER

Bv

onathan A. Berkowitz, Esquire

For the Firm

JAB/linr

cc:

Elizabeth R. Berkowitz, Esquire

OHEN. NORRIS. SCHERER

ATTORNEYS

February 8, 2008

GARY J. COHAN* FRED C. COHEN, P.A. GREGORY R. COHEN. P.A. BERNARD A. CONKO[*][**] RÝAN S. COPPLE DOMINIC S. LIBERI* RICHARD J. MEEHAN ALFRED G. MORICI* DAVID B. NORRIS, P.A. PETER R. RAY, P.A. M, RICHARD SAPIR, P.A. KENNETH J. SCHERER, P.A. ADAM R. SELIGMAN KYLE'A. SILVERMAN* ROGER C. STANTON JAMES S. TELEPMAN***

ROBERT M. WEINBERGER, F

BRENT G WOLMER, P.A.

Board Certified Real Estate *Board Certified Business Litigation

Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32314.

Articles of Organization for BOPS POPCORN, LLC

FEIN: 35-2311859

REF NO.: W08000005654 Letter No.: 908A00006982 Our File No. 9999.00124

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced Articles of Organization. Upon filing of these articles, please return the certified copy of the articles to the undersigned.

A check in the amount of \$155.00 was previously provided for the following fees:

Filing fees / Registered Agent fee Certified copy of Articles

\$125.00

\$ 30.00

\$155.00

A copy of your February 1, 2008 letter is also enclosed for your reference. Your prompt assistance in this matter is greatly appreciated.

Very truly yours,

COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

By:

Jonathan A. Berkowitz, Esquire Hor the Firm

JAB/lm

Elizabeth R. Berkowitz, Esquire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS



FLORIDA DEPARTMENT OF STATE Division of Corporations

RECEIVED

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SECTION STATE TALLAMASSEE, FLORIDA

February 1, 2008

JONATHAN A BERKOWITZ, ESQ COHEN NORRIS SCHERER WEINBERGER & WOLMER P O BOX 13146 N PALM BEACH, FL 33408-7146

SUBJECT: BOPS, LLC

Ref. Number: W08000005654

We have received your document for BOPS, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is 590775 (BOP, INC).

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 908A00006982

SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION OF BOPS POPCORN, LLC

08 FEB | | AM 10: 31

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is BOPS POPCORN, LLC.

ARTICLE II

This limited liability company shall become effective on date of filing, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 417 Caravelle Drive Jupiter, FL 33458. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is Jonathan A. Berkowitz, Esquire, COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER, 712 U.S. Highway One, Suite 400, P.O. Box 13146, North Palm Beach, FL 33408-7146.

ARTICLE V

The name and address of the initial Director is: Elizabeth R. Berkowitz, 417 Caravelle Drive Jupiter, FL 33458.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 8th day of February, 2008.

Elizabeth R. Berkowitz

Authorized Representative of a Member

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That BOPS POPCORN, LLC, a Florida limited liability company, with its registered office at 417 Caravelle Drive Jupiter, FL 33458, has named Jonathan A. Berkowitz, at COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER, 712 U.S. Highway One, Suite 400, P.O. Box 13146, North Palm Beach, FL 33408-7146, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By:

Jonathan A. Berkowitz, Esq.

Registered Agent