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LAW OFFICE OF

Edmond L. Sugar, P.A.

950 SOUTH FEDERAL HIGHWAY  
HOLLYWOOD, FLORIDA 33020

(954) 925-3700  
FAX (954) 925-9792

April 15, 1997

Secretary of State  
Division of Corporations  
Department of State  
Tallahassee, FL 32301

400002149644--9  
-04/21/97--01160--003  
\*\*\*\*285.00 \*\*\*\*285.00

RE: Filing of Articles

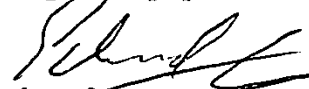
Dear Sir or Madam:

Enclosed please find an original article of organization for Old Country Bakery, L.C. together with a copy thereof and a check in the sum of two hundred eighty five dollars, representing filing fee for the same.

Upon your receipt of the enclosed, kindly file the documents as soon as possible, and return stamped copies of the same to my office, in the envelope enclosed herewith.

If there are any questions regarding the forgoing, please do not hesitate to contact me.

Very truly yours,



Edmond L. Sugar, Esquire

FILED  
97 APR 21 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ML 4/23/97

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97 APR 21 AM 11:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR  
OLD COUNTRY BAKERY, L.C.**

**ARTICLE I**

**NAME**

The name of the Limited Liability Company is **OLD COUNTRY BAKERY, L.C.**

**ARTICLE II**

**ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is 9400 N.W. 20th Street, Pembroke Pines, Florida 33024.

**ARTICLE III**

**MEMBERS**

The company shall have five initial members, **JANOS BUK, TAMAS NOVAK, SR., TAMAS NOVAK, JR., LOUIS GERECs and JOHN GERECs.** The number of members may be increased from time to time in a manner provided by the regulations, but shall never be less than two.

**ARTICLE IV**

**PURPOSE**

The company is organized for the purpose of transacting any and all lawful business, including but not limited to the operation of a restaurant, bakery, entertainment, and the importing and exporting of restaurant equipment, with such powers to do all things necessary to carry out its business and affairs.

**ARTICLE V**

**DURATION/CONTINUATION**

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the forgoing events.

**ARTICLE VI**

**MANAGEMENT**

The Limited Liability Company is to be managed by the members, whose names and addresses are:

JANOS BUK	-	3201 S.E. 10TH STREET #B-2 POMPANO BEACH, FL 33062.
TAMAS NOVAK, JR.	-	1145 BUDAPEST, LAKY ADOLF 3
TAMAS NOVAK, SR.	-	1145 BUDAPEST, LAKY ADOLF 3
LOUIS GERECs	-	9400 N.W. 20TH STREET PEMBROKE PINES, FL 33024
JOHN GERECs	-	1810 N.W. 113TH AVENUE PEMBROKE PINES, FL 33026

**ARTICLE VII**

**ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be upon unanimous written consent by all members.

Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.

#### **ARTICLE VIII**

##### **POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of the company. This article may be amended from time to time in accordance with the regulations of the Company by a unanimous vote of the members of the Company.

#### **ARTICLE IX**

##### **REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

#### **ARTICLE X**

##### **AMENDMENT TO ARTICLES**

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State,

containing such terms and provisions consistent with the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

IN WITNESS WHEREOF, the undersigned members have executed these articles of organization this 15th day of April, 1997.

Janos Buk  
JANOS BUK

Tamas Novak, Sr.  
TAMAS NOVAK, SR.

Tamas Novak, Jr.  
TAMAS NOVAK, JR.

Louis Gerecs  
LOUIS GERECS

John Gerecs  
JOHN GERECS

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing articles of organization was sworn to and subscribed to before me by **JANOS BUK, TAMAS NOVAK, SR., TAMAS NOVAK, JR., LOUIS GERECS & JOHN GERECS**, this 15TH day of April, 1997, who produced DRIVERS LICENSES AND PASSPORTS as identification.

Edmond L. Sugar  
SIGNATURE OF NOTARY

EDMOND SUGAR  
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: 6/23/2000



EDMOND L. SUGAR  
My Commission CC585823  
Expires Jun. 23, 2000

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned members of **OLD COUNTRY BAKERY, L.C.**, depose and say:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by all the members is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by members is \$ 0.

4. The total amount of cash or property anticipated to be contributed by members is \$ 1,000.00. This total includes amounts from 2 and 3 above.

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97 APR 21 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Janos Buk  
JANOS BUK

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TAMAS NOVAK, SR.

Tamas Novak, Jr.  
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STATE OF FLORIDA  
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Edmond Sugar  
SIGNATURE OF NOTARY  
EDMOND SUGAR  
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: 6/23/2000



EDMOND L. SUGAR  
My Commission CC565823  
Expires Jun. 23, 2000

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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  
AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **OLD COUNTRY  
BAKERY, L.C.**

2. The name and address of the registered agent and office  
is:

**EDMOND L. SUGAR, ESQUIRE  
950 SOUTH FEDERAL HIGHWAY  
HOLLYWOOD, FL 33030**

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 I am familiar with and accept the obligations of my  
position as registered agent.

  
\_\_\_\_\_  
**EDMOND L. SUGAR**

APRIL 15, 97  
\_\_\_\_\_  
DATE

**FILED**  
97 APR 21 AM 11: 37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA