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Via Airborne
850-487-6051

March 8, 2002

3/12 FOR UC

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-03/12/02--01077--001
****125.00 ****125.00

Registration Section
Division of Corporations
409 E. Gaines St
Tallahassee FL 32399

NUM

Re: Delray Beach Bread LLC

Dear Sir or Madam:

Enclosed is our application to register Delray Beach Bread LLC to transact business in Florida. Along with the application I have included a Certificate of Good Standing from the State of Kansas, a Designation of Registered Agent, as well as West Palm Bread, LLC check number 10392 in the amount of \$125.00 as payment in full of filing fees required for the registration.

Please return to me a letter of acknowledgment as evidence of our filing. If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

Deborah Mitchell
Deborah Mitchell
House Counsel

FILED
02 MAR 12 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Delray Beach Bread, LLC
(Name of foreign limited liability company)

2. Kansas 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 28, 2002 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. No business transacted as of this date.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2414 North Woodlawn Suite 201
Wichita KS 67220
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
See attached

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to conduct a
retail food business pursuant to Agreements with Panera, LLC,
~~Inc.~~

Deborah Mitchell, Asst Secretary
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Deborah Mitchell, Assistant Secretary
Typed or printed name of signee

FILED
02 MAR 12 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MANAGERS OF DELRAY BEACH BREAD, LLC

H. Roger Karolick
2414 N. Woodlawn #201
Wichita KS 67220

William J. Walsh, Jr.
2414 N. Woodlawn #201
Wichita KS 67220

Larry F. Payne
2414 N. Woodlawn #201
Wichita KS 67220

Albert J. Kirk
2414 N. Woodlawn #201
Wichita KS 67220

Dale E. Wiggins
2414 N. Woodlawn #201
Wichita KS 67220

Kenneth R. Miller
2414 N. Woodlawn #201
Wichita KS 67220

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Delray Beach Bread, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

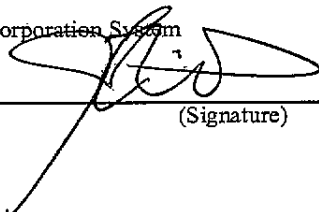
Plantation

FL 33324

City/State/Zip

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 as provided for in Chapter 608, F.S..

C T Corporation System

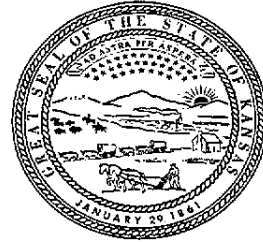


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to limited liability companies and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

DELRAY BEACH BREAD, LLC

is a regularly and properly organized limited liability company under the laws of the State of Kansas, having filed articles of organization in Kansas on the 28th day of February, A.D. 2002 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.



In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
28th day of February, A.D. 2002

A handwritten signature in black ink that reads "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE