

M02000001023



FILED  
2002 APR 19 PM 12:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Via Airborne  
850-487-6051

April 1, 2002

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-04/02/02--01044--009  
\*\*\*125.00 \*\*\*125.00

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

Re: Bal Harbour Bread LLC

Dear Sir or Madam:

Enclosed is our application to register Bal Harbour 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 10537 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

W02-9492  
J. BRYAN APR - 4 2002  
J. BRYAN APR 22 2002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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TALLAHASSEE, FLORIDA

April 4, 2002

DEBORAH MITCHELL  
2414 N. WOODLAWN, STE. 201  
WICHITA, KS 67220-3900

SUBJECT: BAL HARBOUR BREAD, LLC  
Ref. Number: W02000009492

We have received your document for BAL HARBOUR BREAD, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

The designation of the registered office and the registered agent, both at the same street address must be contained within the document pursuant to chapter 608, Florida Statutes. If the registered agent or registered office listed is different from the registered agent or registered office on file with this office, the document must contain the date(s) the change(s) was/were approved by a majority of the members. The registered agent must sign accepting the designation.

Your certificate from Kansas is retained in our office.,

Please return the 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) 245-6043.

Joey Bryan

Document Specialist  
Tax Liens

Letter Number: 902A00019864

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DIVISION OF CORPORATIONS  
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:

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- 1. Bal Harbour Bread, LLC  
(Name of foreign limited liability company)
- 2. Kansas  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied for  
(FEI number, if applicable)
- 4. March 28, 2002  
(Date of Organization)
- 5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. ~~No business transacted as of this date.~~ Upon Qualification  
(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  
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

**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:

Bal Harbour 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)

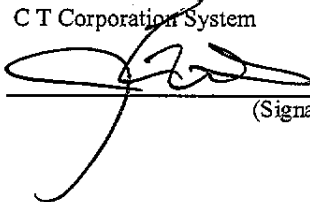
Plantation

**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)**

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TALLAHASSEE, FLORIDA

MANAGERS OF BAL HARBOUR 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

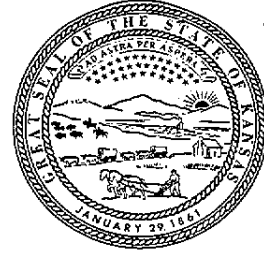
Kenneth R. Miller  
2414 N. Woodlawn #201  
Wichita KS 67220

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FILED

# 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

BAL HARBOUR 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 28<sup>th</sup> day of March, 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  
28<sup>th</sup> day of March, A.D. 2002

A handwritten signature in cursive script that reads "Ron Thornburgh".

RON THORNBURGH  
SECRETARY OF STATE