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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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04 APR 30 PM 2:26

FILED



Via Airborne
850-487-6051

April 29, 2004

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

Re: Village Bread, LLC

Dear Sir or Madam:

Enclosed is our application to register Village 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 19852 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,

Becky Allen
Legal Assistant

cc: Katherine Kirk, House Counsel

VMg 4-14-04

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. Village Bread, LLC
(Name of foreign limited liability company)

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

4. April 12, 2004 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida) (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2414 N. 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

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04 APR 30 PM 2:24
MILWAUKEE, WISCONSIN

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.

Alan E. Seiwert
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.)

Alan E. Seiwert, Treasurer
Typed or printed name of signee

MANAGERS OF VILLAGE 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

MEMBER OF VILLAGE BREAD, LLC

West Palm Bread, LLC

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

RE: VILLAGE BREAD, LLC

Having been named as registered agent and to accept service of process for the above stated limited liability company, William N. Kirk, with his mailing address at 979 Beachland Boulevard, Vero, Beach, FL 32964, hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the required duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

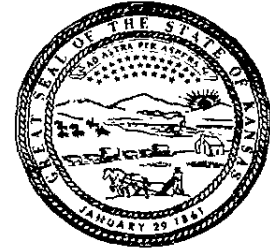
Dated: April 9, 2004

A handwritten signature in black ink, appearing to read "William N. Kirk", written in a cursive style.

William N. Kirk

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

VILLAGE 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 12th day of April, A.D. 2004 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 12th day of April, A.D. 2004



A handwritten signature in black ink, appearing to read "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE