



Via Airborne
850-487-6051

September 8, 2004

FILED
2004 SEP 27 PM 3:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Re: Pompano Bread, LLC

Dear Sir or Madam:

Enclosed is our application to register Pompano 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 19981 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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 10, 2004

BECKY ALLEN, LEGAL ASST.
WEST PALM BREAD, LLC
2414 NORTH WOODLAWN, STE. 201
WICHITA, KS 67220

SUBJECT: POMPANO BREAD, LLC
Ref. Number: W04000033940

We have received your document for POMPANO BREAD, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

We didn't receive the 2nd page of application listing the Registered Agent,

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 504A00054246

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2004 SEP 27 PM 3:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Via Airborne
850-487-6051

September 24, 2004

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

Re: Pompano Bread, LLC

Dear Sir or Madam:

Please find enclosed the 2nd page of the application listing the Registered Agent. Sorry this was not provided with the previous documents.

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,

Beverly J. Lee
Legal Assistant

c: Katherine Kirk, House Counsel
Albert J. Kirk,

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2004 SEP 27 PM 3:22
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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UNION F. CORPORATIONS
TALLAHASSEE, FLORIDA

- 1. Pompano 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. August 23, 2004
(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 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

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.

William J. Walsh, Jr.
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.)
William J. Walsh, Jr.
Typed or printed name of signee

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

MANAGERS OF POMPANO 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 PAMPANO BREAD, LLC

West Palm Bread, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

RE: POMPANO 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: September 10, 2004



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

POMPANO BREAD, LLC

is a regularly and properly organized limited liability company under the laws of the State of Kansas, having been incorporated in Kansas on the 23rd . day of August, 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 23rd . day of August, A.D. 2004

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

RON THORNBURGH
SECRETARY OF STATE