

L00000001372



ACCOUNT NO. : 072100000032
REFERENCE : 578382 9539A
AUTHORIZATION :
COST LIMIT : \$ 155.00

Patricia Pizito

ORDER DATE : February 7, 2000
ORDER TIME : 1:38 PM
ORDER NO. : 578382-005
CUSTOMER NO: 9539A

600003126136--9

CUSTOMER: Ms. Maryann S. Peterson
HARRIS KUKEY & HELGESON
HARRIS KUKEY & HELGESON
Prosperity Garden, Suite 201
11380 Prosperity Farms Road
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: W.M. INTL. FOOD BUSINESS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *[Signature]*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 FEB -7 5M 2:59
AND FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB -7 PM 2:28

RECEIVED

**ARTICLES OF ORGANIZATION
OF W.M. INTL. FOOD BUSINESS, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

1.1 The name of the limited liability company shall be W.M. Intl. Food Business, L.L.C., and its principal office shall be located at 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, Florida, 33410, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address for W.M. Intl. Food Business, L.L.C., is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410.

**ARTICLE II
PURPOSES AND POWERS**

2.1 In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

2.1.1. To engage in any activity or business authorized under the Florida Statutes.

2.1.2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2.1.3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2.1.4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.1.5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership,

APPROVED AND FILED

00 FEB -7 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

2.1.6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.2 The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.3 Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

3.1 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 this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

4.1 This limited liability company shall be managed by one or more managers. The name and address of the persons who shall serve until the first annual meeting of members or until successor(s) are elected and qualified are as follows:

Dieter A. Thiemann: 11380 Prosperity Farms Road, Suite 217
Palm Beach Gardens, FL 33410.

SECRET
TALLAHASSEE, FLORIDA
00 FEB -7 PM 2:59
FILED
AND
FILED

ARTICLE V
MEMBERSHIP RESTRICTIONS

5.1 Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

5.2 A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

5.3 On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
PROFITS AND LOSSES

6.1 Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Unless otherwise set forth in an Operating Agreement or Members Agreement, each member shall be entitled to share in the profits pro rata in accordance with their respective capital contributions as set forth above. The distributive share of the profits shall be determined and paid to the members on or before of December 31 of each year, unless the members by majority vote (one vote being given for each dollar of capital contributed) select another date.

6.2 Losses. Unless otherwise set forth in an Operating Agreement or Members Agreement, all losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members pro rata in accordance with their respective capital contributions as set forth above.

ARTICLE VII
DURATION

7.1 This limited liability company shall exist until December 31, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

APPROVED
AND
FILED
00 FEB -7 PM 2:59
Treasurer
LAHASSIST: FID 0303A

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

8.1 The address of the initial registered office of the limited liability company is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, Florida, 33410 and the name of the company's initial registered agent at that address is Dieter A. Thiemann.

8.2 The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of W.M. Intl. Food Business, L.L.C.

Executed by the undersigned at Palm Beach Gardens, Florida on the 4th day of February, 2000.



Dieter A. Thiemann

APPROVED
AND
FILED
00 FEB -7 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE
OF
W.M. INTL. FOOD BUSINESS, L.L.C.,

STATE OF FLORIDA
COUNTY OF PALM BEACH

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the registered agent for W.M. Intl. Food Business, L.L.C., is Dieter A. Thiemann and the street address of the company's principal office where the agent is located is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL 33410.

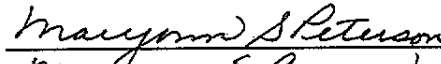
2. This statement is to acknowledge that the limited liability company indicated above has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. 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.

Further your Affiant sayeth naught.



Dieter A. Thiemann

Sworn to and subscribed before me this 4 day of February, 2000,
by Dieter A. Thiemann who is personally known to me or produced _____
~~as identification and did take an oath.~~



MARYANN S. PETERSON
Notary Public
State of Florida at Large
My commission expires:



APPROVED AND FILED
DOFTN-7 21