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May 10, 2000

By U.S. Mail

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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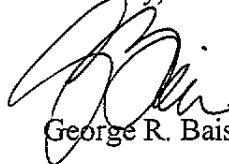
Re: Tampa Bay Bread Company #2, L.L.C.

To Whom It May Concern:

I have enclosed the Articles of Organization and the Designation of Registered Agent for the proposed limited liability company named above, along with a check for the \$100.00 filing fee and the \$25.00 registered agent designation fee.

Thank you for your attention to this matter and feel free to contact me if I can expedite this process in any way.

Sincerely,


George R. Baise Jr.

Enclosures

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00 MAY 15 PM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR A
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE ONE

(Name)

The name of Limited Liability Company is **Tampa Bay Bread Company #2,
L.L.C.**

ARTICLE TWO

(Address)

The mailing address and street address of the principal office of Tampa Bay
Bread Company #2, L.L.C. is:

**18139 Longwater Run Drive
Tampa, Florida 33647**

ARTICLE THREE

(Duration)

The period of duration for Tampa Bay Bread Company #2, L.L.C. shall be
perpetual.

ARTICLE FOUR

(Management)

Tampa Bay Bread Company #2, L.L.C. is to be managed by its member and the
name and address of the managing member is:

**Tampa Bay Bread Company, L.L.C.
18139 Longwater Run Drive
Tampa, Florida 33647**

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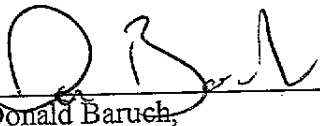
ARTICLE FIVE

(.....)

The undersigned authorized representative of a member of Tampa Bay Bread Company #2, L.L.C. certifies that:

1. Tampa Bay Bread Company #2, L.L.C. has at least one member;
2. the total amount of the cash contributed by the member(s) is
3. the agreed value of property other than cash contributed by the member(s), if any is \$ 0; and
4. the total amount of cash and property contributed and anticipated to be contributed by members is \$

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts states herein are true.



Donald Baruch,
Authorized representative of
Tampa Bay Bread Company, L.L.C.

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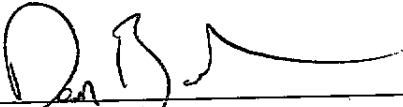
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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 AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **Tampa Bay Bread Company #2, L.L.C.**
2. The name and the Florida street address of the registered agent are:

**Donald Baruch
18139 Longwater Run Drive
Tampa, Florida 33647**

I have been named as registered agent and to accept service of process for Tampa Bay Bread Company #2, L.L.C., 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.



Donald Baruch

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