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LIMITED LIABILITY COMPANY

Beaches Pastry, LLC

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Page Count	01
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
BEACHES PASTRY, LLC**

The undersigned subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the Company is Beaches Pastry, LLC.
2. Principal Office. The mailing address and the street address of the principal office of the Company is:

1979 Brista De Mar Circle
Atlantic Beach, Florida 32233


3. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the Company is:

Susan Barrett Hecker
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Company and acknowledges that he is familiar with and accepts the obligations of that position.

4. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned has executed these Articles of Organization this 1st day of August, 2000.



Susan Barrett Hecker, Registered Agent and
Authorized Representative of a Member
of Beaches Pastry, LLC

Susan Barrett Hecker
Florida - 0948380
200 South Orange Avenue
Sarasota, Florida 34236

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