RYAN & RYAN, PA. THISE LOCK DO EAS DAMASBUCH BOOLEVARD DANIA BEACH, FLORIDA 33004-3080

ARCHIE J. RYAN, III TIMOTHY M. RYAN CHRISTOPHER J. RYAN MICHAEL S. BENDER

TELEPHONE (954) 920-2921 FACSIMILE (954) 921-1247

September 18, 2000

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

600003399556--8 -09/20/00--01074--001 ****160.00 ****160.00

Re:

FLEXIBLE FREEZER PRODUCTS, L.L.C.

Our File Number: 17243-C

Gentlemen:

Enclosed please find the original Articles of Organization and Certificate Designating Registered Agent for the above-named limited liability corporation which we request you file in your official file, along with a copy of the Articles of Organization and Certificate Designating Registered Agent which we request you certify and return to us, a self-addressed stamped envelope is enclosed for your use in this regard.

Also enclosed please find our Trust Account Check Number 12708 payable to the Department of State in the sum of \$160.00, to cover the following items:

Filing Fees Certified Copy Certificate of Status

\$ 125.00 30.00

5.00

Total:

\$ 160.00

Thank you for your assistance in this matter.

00-12665

Very trally yours,

ARCHIS ∐RYAN II

AJR-III:lr Encls.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 25, 2000

ARCHIE RYAN III 700 EAST DANIA BEACH BLVD., THIRD FLOOR DANIA BEACH, FL 33004-3090

SUBJECT: FLEXIBLE FREEZER PRODUCTS, L.L.C.

Ref. Number: W00000023258

We have received your document for FLEXIBLE FREEZER PRODUCTS, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline Document Specialist

Letter Number: 800A00050286

LAW OFFICES

RYAN & RYAN, P.A.

THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN, III TIMOTHY M. RYAN CHRISTOPHER J. RYAN MICHAEL S. BENDER

TELEPHONE (954) 920-2921 FACSIMILE (954) 921-1247

October 2, 2000

Division of Corporations
Department of State
Attention: Tammi Cline
Post Office Box 6327
Tallahassee, Florida 32314

Re:

FLEXIBLE FREEZER PRODUCTS, L.L.C.

Ref. No. W0000023258

Our File Number: 17243-C

Dear Ms. Cline:

In accordance with the instructions in your correspondence of September 25, 2000, (copy enclosed), I have amended Article IV of the Articles of Organization to contain both the street address of the principal office and the mailing address of the entity.

Please forward a certified copy of the Articles of Organization and a certificate of status to this office.

Very trufy yours,

ARCHELI RYAN III

AJR-III:lr Encls.

PILED
PROCESTATE
OF STATE

ARTICLES OF ORGANIZATION

OF

FLEXIBLE FREEZER PRODUCTS, L.L.C.

The undersigned, acting as organizer of FLEXIBLE FREEZER PRODUCTS, L.L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be FLEXIBLE FREEZER PRODUCTS, L.L.C., (the "LLC").

ARTICLE II DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV STREET ADDRESS, MAILING ADDRESS AND REGISTERED AGENT

The street address of the principal office and the mailing address of the LLC shall be 4500 North Surf Road, Hollywood, Florida, 33019. The name and address of the LLC's registered agent shall be GARY ISAACSON, located at 4500 North Surf Road, Hollywood, Florida, 33019.

ARTICLE V MEMBERSHIP AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contributions:

GARY ISAACSON

\$ 10,000.00

LAURIE SCHECTER

\$10,000.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII MANAGEMENT

The LLC is to be managed by a Manager. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

GARY ISAACSON 4500 North Surf Road Hollywood, Florida 33019

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

2

ARTICLE IX ADDITIONAL PROVISIONS

- (a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.
- (b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.
- (c) The effective date of this limited liability company shall be on the date these Articles of Organization are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 18th day of September, 2000.

GARY ISAACSON

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That FLEXIBLE FREEZER PRODUCTS, L.L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 4500 North Surf Road, Hollywood, Florida, 33019, has named GARY ISAACSON located at 4500 North Surf Road, Hollywood, Florida, 33019, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

GARY/ISAACSON