

ROSENBERG & ROSENBERG

Attorneys At Law, L.L.C.

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February 6, 2001

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 500003662055--2 -02/08/01--01032--011 ****125.00 ****125.00

Re:

CLEARLAKE BAGEL WORLD, L.L.C.

Limited Liability Company Filing

Articles of Organization & Registered Agent Designation

Dear Sir or Madam:

Attached please find the above document for Clearlake Bagel World, L.L.C., together with my firm's check for \$125.00 (\$100.00 for filing the Articles of Organization and \$25.00 for the Registered Agent Designation). Please process these documents and send me confirmation that the company is properly registered with the State of Florida.

Thank you in advance for your assistance. Please feel free to call me at (321) 728-8700 should you have any questions or should you need further details.

Very truly yours,

Priscilla Elliott Rosenberg

Enclosure

cc: C. Cohen, Clearlake Bagel World, L.L.C.

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ARTICLES OF ORGANIZATION FOR CLEARLAKE BAGEL WORLD, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is: Clearlake

Bagel World, L.L.C.

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is: 972 Palmer Street, Rockledge, FL 32955.

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Charlene Cohen 972 Palmer Street Rockledge, FL 32955

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Charlene Cohen

Signature of a member or an authorized representative of a member. (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 stated herein are true.)

Filing Fees: \$100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (Optional) \$ 5.00 CERTIFICATE OF STATUS (OPTIONAL)