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◇BOARD CERTIFIED (CIVIL LITIGATION)
◇BOARD CERTIFIED (BUSINESS LITIGATION)

May 24, 2001

RECEIVED

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VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****160.00 ****160.00

RE: Organization of Farris Riggsbee's Chocolates, L.L.C.

Dear Sir or Madam:

In connection with the above, I have enclosed an original and one copy of Articles of Organization for Farris Riggsbee's Chocolates, L.L.C. together with Check No. 5715 in the amount of \$160.00 for filing the Articles and providing to me a certified copy and Certificate of Status.

Thank you for your cooperation and assistance in this matter. Please contact me if you have any questions concerning this corporation.

Sincerely,

Lisa K. Gasca

Lisa K. Gasca
Legal Assistant to James R. Pratt

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FARRIS RIGGSBEE'S CHOCOLATES, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, do hereby certify as follows:

ARTICLE I
NAME

The name of the limited liability company is FARRIS RIGGSBEE'S CHOCOLATES, L.L.C. (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is: 1302 Cole Road, Orlando, Florida 32803

ARTICLE III
DURATION

The period of duration of the Company will be perpetual.

ARTICLE IV
MANAGEMENT

The Company will be managed by the Members.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted to the Company upon the approval of all Members.

ARTICLE VI
TERMINATION OF MEMBERSHIP
AND CONTINUANCE OF BUSINESS

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates a Member's membership in the Company, unless

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the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

ARTICLE VII REGULATIONS AND OPERATING AGREEMENT

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

ARTICLE VIII TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

ARTICLE IX SEPARATENESS/OPERATIONS MATTERS

The Company shall in the conduct of its business and operations:

- (a) maintain books and records and bank accounts separate from those of any other person or entity;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets and maintain its bank accounts separate from any other person or entity;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any expenses associated with services provided by common employees, office space expenses, and other overhead expenses shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;

(g) transact all business with affiliates on an arm's-length basis and pursuant to commercially reasonable agreements;

(h) conduct business in its own name, and use separate stationery, invoices and checks bearing its own name;

(i) not commingle its assets or funds with those of any other person or entity;

(j) pay its own liabilities and expenses out of its own funds drawn on its own bank account;

(k) not buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);

(l) correct any known misunderstanding regarding its separate identity;

(m) not identify itself as a division of any other person or entity;

(n) maintain adequate capital in light of its contemplated business operations; and

(o) maintain all required qualifications to do business in the State of Florida.

ARTICLE X
EFFECT OF BANKRUPTCY,
DEATH OR INCOMPETENCE OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. Upon the transfer of the interest of any Member, the new Member shall deliver a nonconsolidation opinion acceptable to the holder of the Mortgage and any applicable rating agency concerning, as applicable, the Company, the new Member and any other persons or entities deemed necessary by such holder and rating agencies.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, and the name of the initial registered agent of the Company at that address is James R. Pratt.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23 day of May, 2001.



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.



JAMES R. PRATT

Date: May 23, 2001