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SUITE 350  
MIAMI, FLORIDA 33126

LESLIE L. FLOREZ  
ATTORNEY AT LAW

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July 6, 2001

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Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Cool Bakeries Ltd. Co.  
Limited Liability Company

Dear Sir/Madam:

W01-15989  
L01-14613

Enclosed please find my check in the amount of \$130.00 (\$125.00 & \$5.00 for certificate of status). Please return the corporation to my office.

Thank you for your cooperation in this matter.

Very truly yours,

Leslie L. Florez

LLF:kf  
Encl.

SP

FILED  
01 AUG 28 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DR  
8/28



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 12, 2001

LESLIE L. FLOREZ  
ATTORNEY AT LAW  
782 N.W. LEJEUNE ROAD, SUITE 350  
MIAMI, FL 33126

SUBJECT: COOL BAKERIES LTD. CO.  
Ref. Number: W01000015989

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for COOL BAKERIES LTD. CO. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Attached is our current blank form, but you do not have to use it. Please either use our form, or use it as a guide to add the proper language and acceptance signature for your registered agent on your own form.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 101A00041085

Articles of Organization  
of

COOL BAKERIES LTD.CO.

The undersigned natural person(s), of the age of eighteen years or more, acting as organizers of a limited liability company under the State of FLORIDA, Limited Liability Company Act, adopt(s) the following Articles of Organization for such limited liability company.

*Article 1. Name of Limited Liability Company.*

The name of this limited liability company is "COOL BAKERIES LTD.CO."

*Article 2. Registered Office and Registered Agent.*

The initial registered office of this limited liability company and the name of its initial registered agent at this address are:

Sergio Collatti, 1433 Collins Ave. Miami Beach, Florida 33139.

*Article 3. Statement of Purposes.*

The purposes for which this limited liability company is organized are:

- Import and Export of foodstuff.
- Foodstuff trading, retail and wholesale.
- Franchising.

*Article 4. Management and Names and Addresses of Initial.*

The management of this limited liability company is reserved to the initial members. The names and addresses of its initial members are:

Marcelo Felix A. Sassani  
Miguel Angel Lagrutta  
Raul Ricardo Lagrutta  
Italo Francisco D'Ambrosio  
Sergio Collati  
Fernando Lavarello  
Alejandro Ensinck

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TALLAHASSEE FLORIDA

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**Article 5. Principal Place of Business of the Limited Liability Company.**

The principal place of business of the limited liability company shall be: State of Florida.

**Article 6. Period of Duration of the Limited Liability Company.**

The period of duration of the limited liability company shall be: perpetual.

In Witness Whereof, the undersigned organizers of this limited liability company have signed these Articles of Organization on the date indicated.

Date: June, 25<sup>th</sup>, 2001

Signature(s):

Marcelo Felix A. Sassani, Organizer

Raul Ricardo Lagrutta, Organizer

Miguel Angel Lagrutta, Organizer

Italo D'Ambrosio, Organizer

Sergio Collatti, Organizer

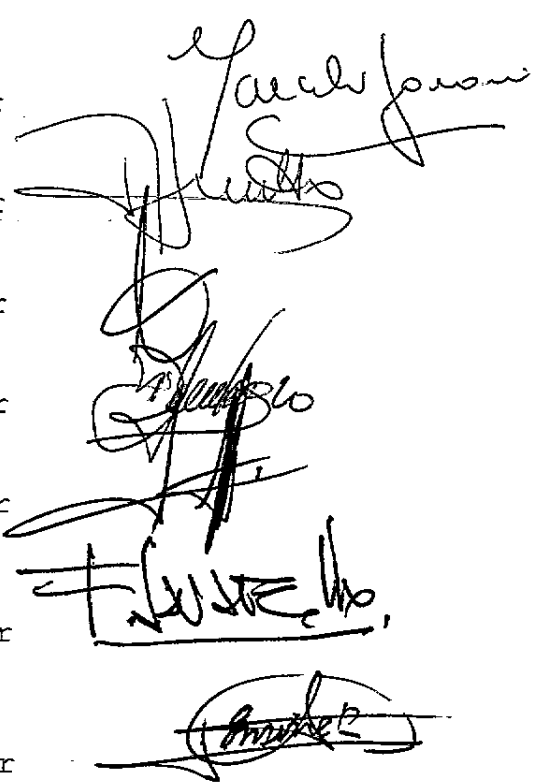
Fernando Lavarello, Organizer

Alejandro Ensinck, Organizer

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TALLAHASSEE, FLORIDA

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A series of handwritten signatures in black ink, corresponding to the names of the organizers listed on the left. The signatures are written over the right side of the document, with some overlapping the printed text. The signatures appear to be: Marcelo Felix A. Sassani, Raul Ricardo Lagrutta, Miguel Angel Lagrutta, Italo D'Ambrosio, Sergio Collatti, Fernando Lavarello, and Alejandro Ensinck.

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

Sergio Collatti  
Name  
1433 Collins Ave.  
Florida street address (P.O. Box **NOT** acceptable)  
Miami Beach FL 33139  
City, State, and Zip

*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..*

[Signature]  
Registered Agent's Signature

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