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Division of Corporations

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Florida Department of State

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LIMITED LIABILITY COMPANY

D'BEST SANDWICH SHOP, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

D'BEST SANDWICH SHOP, L.L.C.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a Limited Liability Company under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Limited Liability Company is:

D'BEST SANDWICH SHOP, L.L.C.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual from the date of issuance of a Certificate of Organization by the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this limited liability company is:

1004 Bel Air Drive
Highland Beach, FL 33487

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent within the state of Florida is:

John L. Papera Jr., Esq.
John L. Papera Jr., P.A.
8000 N. Federal Highway, Suite 105
Boca Raton, FL 33487

ARTICLE V - MEMBERS

The limited liability company has two (2) members whose names and addresses are:

Jeffrey S. Zadoff
1004 Bel Air Drive
Highland Beach, FL 33487

Warren Gary Sackler
3941 East River Road
West Henrietta, NY 14586

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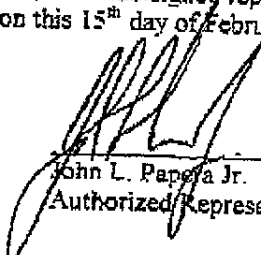
ARTICLE VI - MANAGEMENT

The management of this limited liability company is reserved to the members of the company. The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the members of the company.

The name and address of the managing member is:

Jeffry S. Zadoff
1004 Bel Air Drive
Highland Beach, FL 33487

IN WITNESS WHEREOF, the undersigned representative of a Member has executed these Articles of Organization on this 15th day of February, 2002


John L. Papaya Jr.
Authorized Representative of Member.

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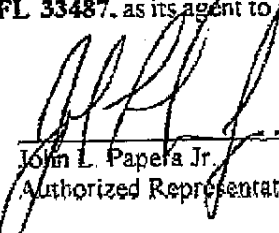
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with section 608, Florida Statutes, the following is submitted.

First that **D'BEST SANDWICH SHOP, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida, has named **John L. Papera Jr., Esq.**, located at **John L. Papera Jr., P.A., 8000 N. Federal Highway, Suite 105, Boca Raton, FL 33487**, as its agent to accept service of process within Florida.


John L. Papera Jr.

Authorized Representative of a Member

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.


John L. Papera Jr., Esq.

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