



L02000015840

ACCOUNT NO. : 072100000032

REFERENCE : 598252 7338164

AUTHORIZATION :

Patricia Riquito

COST LIMIT : \$ 125.00

FILED
02 JUN 20 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 28, 2002

ORDER TIME : 9:46 AM

ORDER NO. : 598252-001

CUSTOMER NO: 7338164

CUSTOMER: Mr. Uwe Brettmann
Mr. Uwe Brettmann

700005880497-5

4026 20th St. West

Bradenton, FL 34208

DOMESTIC FILING

NAME: SUNSHINE STATE FRANCHISE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

BK

02 JUN 20 AM 10:29
DIVISION OF REGISTRATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SUNSHINE STATE FRANCHISE, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

4026 20TH STREET WEST

BRADENTON, FLORIDA 34205

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

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

Uwe Brettman

Name

4026 20th Street West

Florida street address (P.O. Box **NOT** acceptable)

Bradenton

FL

34205

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.

Uwe Brettman

By:

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.

(An additional article must be added if an effective date is requested)

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.)

LAURA R. DUNLAP

Typed or printed name of signer

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)

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TALLAHASSEE, FLORIDA

**MEMBERS OF
SUNSHINE STATE FRANCHISE, LLC**

SUNSHINE PACK & SHIP USA CORP.
4026 20th Street West
Bradenton, Florida 34205

COGNITIVE VENTURES GROUP, LLC
4308 4th Avenue N.E.
Bradenton, Florida 34208

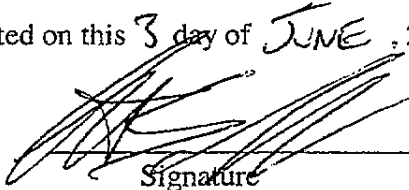
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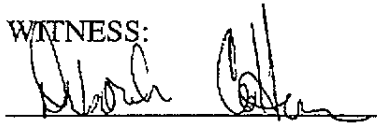
LIMITED POWER OF ATTORNEY


The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of SUNSHINE STATE FRANCHISE, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Limited Power of Attorney is executed on this 3 day of JUNE, 2002


Signature
Cortez Collins
Print Name of Signer

WITNESS:

Signature
DEBORAH COTTON
Print Name of Witness

WITNESS:

Signature
SUSAN TANNER
Print Name of Witness