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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY
BAY FOODS INTERNATIONAL, LLC**

FILED
02 JUL 10 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
BAY FOODS INTERNATIONAL, LLC

ARTICLE I - NAME

The name of this Limited Liability Company is BAY FOODS INTERNATIONAL, LLC.

ARTICLE II - EXISTENCE

The existence of this Company shall commence on the day of filing these Articles of Organization, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law. The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The Company's principal office shall initially be located at:

9400 South Dadeland Boulevard, Suite 600
Miami, Florida 33156

The Company's mailing address shall, initially, shall be located at the same address.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company and the name of the initial registered agent of this Company at such address are as follows:

REGISTERED AGENT

STREET ADDRESS OF REGISTERED OFFICE

Eliot W. Rifkin, Esq.

Dadeland Towers South, Suite 600
9400 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE V - MANAGEMENT


The Company shall be a manager managed limited liability company.

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Articles of Organization
BAY FOODS INTERNATIONAL, LLC
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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.



Eliot W. Rifkin, as agent for 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 these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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 Florida Statutes, Chapter 608.



Eliot W. Rifkin, Esq., Registered Agent

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