

AUG. 2002 11:11 AM Mic SEMPER WOODS NO. 1 of 2
L020000 20183

Florida Department of State
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From:
Account Name : SEMPER WOODS
Account Number : I20000000057
Phone : (407) 650-8133
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EFFECTIVE DATE

8502

FILED
02 AUG - 8 PM 3:00
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG - 8 PM 12:15
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Fopper's Pet Bakery, LLC

EFFECTIVE DATE IS AUG. 5, 2002

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**ARTICLES OF ORGANIZATION
OF
FOPPER'S PET BAKERY, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Fopper's Pet Bakery, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 1128 Rush Street, Celebration, FL 34747.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are Jonathan D. Woods, 425 W. Colonial Drive, Suite 204, Orlando, FL 32804.

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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Jonathan D. Woods



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ARTICLE IV - MANAGEMENT

The company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be August 5, 2002.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Orlando, Florida, on August 5, 2002.

Jonathan D. Woods, authorized representative

(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.)

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this August 5, 2002 by Jonathan D. Woods, who is X
personally known to me OR produced identification.

Type of identification produced:

Notary Public -- State of Florida



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TALLMAGE & LONDON

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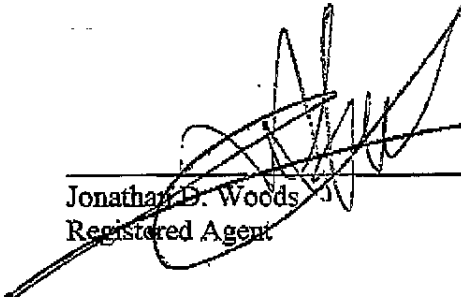
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, Fopper's Pet Bakery, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Fopper's Pet Bakery, LLC.
2. The name and address of the registered agent in Florida are:
Jonathan D. Woods
425 W. Colonial Drive, Suite 204, Orlando, FL 32804.

The undersigned, being the person named in the articles of organization of Fopper's Pet Bakery, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Jonathan D. Woods
Registered Agent

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TALLAHASSEE, FLORIDA

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