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EFFECTIVE DATE

7/25/03

CORNETT, GOOGE, ROSS & EARLE, P.A.

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HOWARD E. GOOGE*
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July 28, 2003

Secretary of State
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: South Florida Donut Distribution Center, LLC

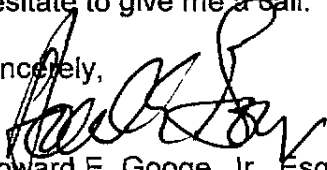
Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Organization for South Florida Donut Distribution Center, LLC. Also enclosed are checks totaling \$125.00, which represents your filing and registered agent fees.

It is requested that, in accordance with Florida Statute 608.409(1), the commencement date for limited liability company existence shall be July 25, 2003.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,


Howard E. Googe, Jr., Esq.
HEG/kmd
Enclosure

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**ARTICLES OF ORGANIZATION OF SOUTH FLORIDA DONUT DISTRIBUTION CENTER, LLC,
a LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "South Florida Donut Distribution Center, LLC".

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is: 1501 SE Decker Ave., #123 Stuart, FL 34994.

ARTICLE III — Registered Agent:

The name and the Florida street address of the initial registered agent are: Howard E. Googe, Jr., Esq., 401 E. Osceola Street, Stuart, Florida 34994.

ARTICLE IV — Management:

The Company is to be managed by the members.

ARTICLE V — Limitation on Agency Authority of Members:

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

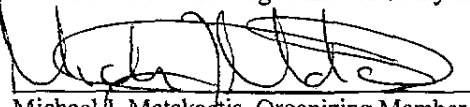
ARTICLE VI - Operating Agreement:

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

ARTICLE VII - Effective Date:

The effective date of existence of this Limited Liability Company shall be July 25, 2003.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 25 day of July, 2003.


Michael J. Matakatis, Organizing Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Michael J. Matakatis

EFFECTIVE DATE

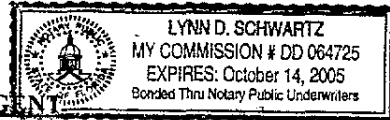
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STATE OF FLORIDA
COUNTY OF MARTIN

Sworn to and subscribed before me this 25 day of July, 2003, by Michael J. Matakaetis, who is personally known to me.

Lynn D. Schwartz
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Howard E. Googe, Jr.
Howard E. Googe, Jr.

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