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SECRETARY
TALLAHASSEE, FLORIDA

9/15/03
[Signature]

August 25, 2003

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Filing for a Florida LLC.

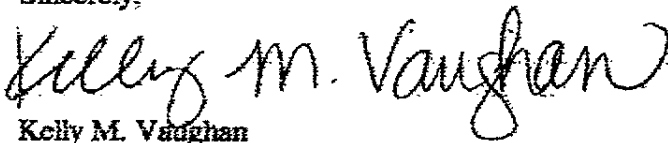
To Whom It May Concern:

Enclosed is are the following documents in order to file as a Florida LLC:

1. Articles of Organization
2. Check for Filing, Designation of Registered Agent, Certified Copy and Certificate of Status

If you have any questions or comments regarding the enclosed materials please feel free to contact me at 904.808.0725.

Sincerely,



Kelly M. Vaughan
1637 Merroway Lane
St. Augustine, Florida 32095

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
Cosi Bello, LLC

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is Cosi Bello, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the Company is 1637 Merroway Lane, St. Augustine, Florida 32095.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual, unless terminated; (i) by the unanimous written agreement of all Members, (ii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iii) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV
MANAGEMENT

The Company shall be a member-managed company. The number of Members shall not be less than one (1), but may be such greater number as appointed by the Members. Initially, there shall be two (2) Members, whose names and addresses are:

Name:
Gretchen F. Berquist

Address:
288 West Silverthorn Lane
St. Augustine, Florida 32095

Kelly M. Vaughan

1637 Merroway Lane
St. Augustine, Florida 32095

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The Company designates 1637 Merroway Lane, St. Augustine, Florida 32095 as the street address of the initial registered office of the Company and names as Kelly M. Vaughan the Company's initial registered agent at that address to accept services of process within this State.

ARTICLE VII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Organization as of this 25th day of August, 2003.

By: Gretchen F. Berquist
Gretchen F. Berquist

By: Kelly M. Vaughan
Kelly M. Vaughan

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TALLAHASSEE
FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

Cosi Bello, LLC.

2. The name and address of the registered agent and office is:

Kelly M. Vaughan
1637 Merroway Lane
St. Augustine, Florida 32095

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.

By:

Kelly M. Vaughan
Kelly M. Vaughan

Date:

8/25/03

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TALLAHASSEE, FLORIDA

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