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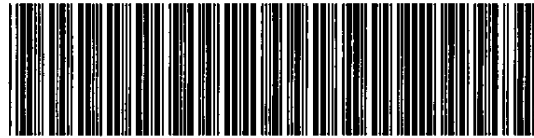
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Joseph Alexander Scarlett, III
Attorney at Law

Certified Mediator:
County, Circuit, Family

208 West Howry Avenue
DeLand, Florida 32720
Telephone 386-734-8600
Facsimile 386-738-3322
josephascarlett3rd@yahoo.com

November 17, 2006

Corporations, Department of State
Post Office Box 6327
Tallahassee, Florida 32134

RE: CABO FOODS LLC; DOCUMENT NO. L0400055622

To Whom It May Concern:

Please find enclosed the "Amended and Restated Articles of Organization of CABO FOODS LLC", under date October 27, 2006. Further, a draft in the amount of \$25.00 is enclosed to cover the expense of recording these Amended and Restated Articles on behalf of the above referenced Organization. Please return the recorded Articles to the above address.

Your assistance and help in this matter are greatly appreciated. Should you have any questions, please do not hesitate to contact me at the above number.

Sincerely,



Sheila A. Scarlett
Assistant to Attorney

SAS/am

Enclosure

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
CABO FOODS LLC**

**Effective October 27, 2006, as approved and adopted
by all Company Shareholders**

ARTICLE 1 – NAME

The name of the limited liability company shall be **CABO FOODS LLC**, (“Company”).

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 1557 Detrick Avenue, DeLand, Florida 32724 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 9, the Company’s existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

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ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in wholesale food services and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office of the Company, required by the Florida Limited Liability Company Act to be maintained in the State of Florida, is Cabo Foods LLC, 1557 Detrick Avenue, DeLand, Florida 32724, and the Registered Agent of the Company is Charles E. Riley, 120 East Georgia Avenue, DeLand, Florida, 32724, whose acceptance of the position is hereto attached.

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager:	Ann K. Oliver
Vice-Operating Manager:	Ronald L. Oliver
Secretary:	Patricia A. Howell
Treasurer:	Daniel A. Howell

whose addresses shall be the same as the principal office of the Company.

IN WITNESS WHEREOF, the undersigned, representative of the members, has made and subscribed theses Amended and Restated Articles of Organization at DeLand, Florida, for the foregoing uses and purposes, effective this October 27 2006.

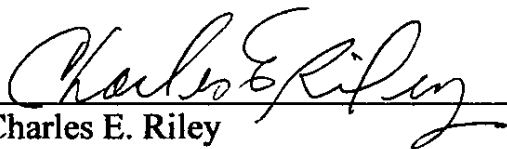


Ann K. Oliver
Operating Manager

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN AMMENDED AND RESTATED ARTICLES OF
ORGANIZATION OF CABO FOODS LLC**

Charles E. Riley, 120 East Georgia Avenue, DeLand, Florida 32724, having been designated as the Registered Agent in the above and foregoing Amended and Restated Articles of Organization of CABO Foods LLC, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes.


Charles E. Riley

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