

L04000056357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

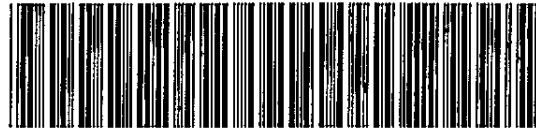
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400038326524

07/15/04--01031--016 **125.00

FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W04-27394
J. BRYAN JUL 19 2004

J. BRYAN JUL 30 2004

Law Offices

Stephen N. Rosenthal

Mailing Address

20533 Biscayne Boulevard, #265

Aventura, Florida 33180

Downtown Office
25 West Flagler Street
Suite 1040
Miami, Florida 33130

July 14, 2004

Telephone: (305) 931-1115
"Fax": (305) 931-1180

FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations &
Limited Liability Co.
409 East Gaines Street
Tallahassee, Florida 32399

Re: Formation of Baby's Pizza, L.L.C.

To Whom It May Concern:

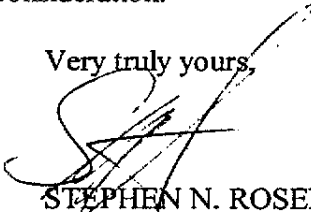
Please be advised that the undersigned attorney represents the members of Baby's L.L.C.

Pursuant to same, I am herewith enclosing an original and copy of the Articles regarding the formation of Baby's Pizza, L.L.C., together with my check in the sum of \$125.00 to cover the costs of your filing.

At this time, I would appreciate your filing the enclosed Articles as quickly as possible and thereafter returning to my office confirmation of same in the self addressed stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

P.S. If my check is for an amount in excess of your normal filing fee, please keep same for purposes of copies or otherwise rather than returning any overage to my attention to avoid delay.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 19, 2004

STEPHEN N. ROSENTHAL
20533 BISCAYNE BLVD., #265
AVENTURA, FL 33180

SUBJECT: BABY'S PIZZA, L.L.C.
Ref. Number: W04000027394

FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BABY'S PIZZA, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 004A00045558

Law Offices

Stephen N. Rosenthal

Mailing Address

20533 Biscayne Boulevard, #265

Aventura, Florida 33180

Downtown Office
25 West Flagler Street
Suite 1040
Miami, Florida 33130

July 28, 2004

Telephone: (305) 931-1115
"Fax": (305) 931-1180

Mr. Joey Bryan
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Incorporation of Baby's Pizza, L.L.C.
Your Reference No. WO4000027394

Dear Mr. Bryan:

In connection with the above referenced matter this will serve to acknowledge receipt of your letter dated July 19, 2004 a copy of which is enclosed herein.

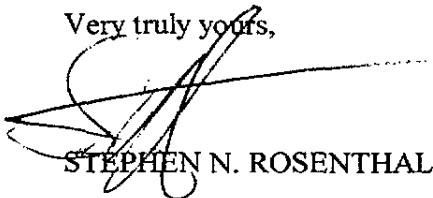
Pursuant to your instructions, I have revised the Articles of Organization of Baby's Pizza, L.L.C. serving to remove any references to terms such as shares, stock, stockholders, shareholders or otherwise.

As such, I would appreciate your filing the enclosed Articles as soon as possible and thereafter providing a stamped copy of same to my office.

Please also give this matter your prompt attention since my client needs these Articles to be filed in order to purchase a restaurant in Dade County, Florida.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

ARTICLES OF ORGANIZATION

OF

BABY'S PIZZA, L.L.C.

A Florida Limited Liability Company

FILED
2004 JUL 29 PM 4:07
JUNICE CORPORATIONS
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, adopts the following Article of Organization.

ARTICLE ONE

Name and Address

The name of the company is BABY'S PIZZA, L.L.C. and the street address of the principle of the company and mailing address of the company shall be: 20475 Biscayne Blvd., No. G-4, Aventura, Florida 33180.

ARTICLE TWO

Duration

The company shall commence its existence on the date of filing of the Articles of Organization with the Department of State of the State of Florida, and the duration of the company shall be perpetual.

ARTICLE THREE

Purpose

The general purposes for which the company is organized are:

- A. To transact any lawful business for which limited companies are organized under the Florida Limited Liability Company Act.
- B. To do such other things as re incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

- C. To carry on and engage in the business operating a restaurant for the preparation and sale of food products, drinks, beverages and food related items, together with any and all acts necessary and/or related thereto.
- D. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

FILED
2004 JUL 29 PM 4:07
UNION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE FOUR
Registered Office and Agent

The street address of the initial registered office of the Company is 20475 Biscayne Blvd., NO. G-4, Aventura, Florida 33180, and the name of its initial registered agent at such address is Tomas Mendez.

ARTICLE FIVE
Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous consent of the members of the Company and upon such items and conditions as determined by all the members.

ARTICLE SIX
Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, bankruptcy or dissolution of a member.

ARTICLE SEVEN
Management

The Company is to be member managed by one member and is therefore a member

managed company.

ARTICLE EIGHT
Books and Records

The Manager shall keep, or cause to be kept, at the principal place of business of the Company true and correct books of account, in which shall be entered fully and accurately each and every transaction of the Company. The Company's taxable and fiscal years shall be the same as the taxable and fiscal years of the Members.

ARTICLE NINE
Distribution and Allocations

Each member will receive profits of the company proportionate to the respective interest they hold to be divided and distributed in accordance with the By-Laws, Agreements and/or Resolutions of the Company.

ARTICLE TEN
Members

That the initial member of this company unless otherwise agreed upon in writing or otherwise pursuant to resolution shall be: TOMAS MENDEZ.

ARTICLE ELEVEN
Limitation of Liability

Limited Liability except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Members shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being Members. The failure of the Company to observe any formalities or requirements relating to the exercise of its


FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

powers or the management of its business or affairs under this Operating Agreement or the Act shall not be grounds for imposing personal liability on the Members.

ARTICLE TWELVE
Regulations

Except as otherwise provided in regulations adopted by, and any written agreement entered by the members, the members may, from time to time, by majority vote adopt or alter any of the regulations for the company.

IN WITNESS WHEREOF, this Operating Agreement has been made and executed by the Members effective as of the date of filing the Articles of Organization.


TOMAS MENDEZ (Member)

FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization of BABY'S PIZZA, L.L.C., of the State of Florida, on this
14 day of July, 2004.

Tomas Menendez
TOMAS MENDEZ

FILED
2004 JUL 29 PM 4:07
UNION OF CORPORATIONS
TALLAHASSEE, FLORIDA

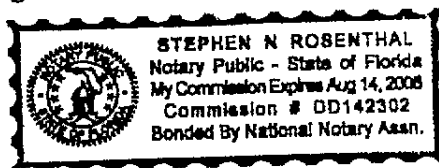
In accordance with Section 608.408(3), Florida Statutes, the execution of this document
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

BEFORE ME the undersigned authority personal appeared, TOMAS MENDEZ, who
under oath, acknowledged before me that he executed the foregoing Articles of Incorporation of
BABY'S PIZZA, L.L.C., a Florida Limited Liability Company, voluntarily, and for the purposes
therein expressed.

WITNESS my hand and seal at DADE County of the State aforesaid this 14 day
of July, 2004.

[Signature]
Notary Public, State of Florida at Large


My Commission Expires:



ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

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 as provided for in Chapter 608, F.S.


TOMAS MENDEZ

FILED
2004 JUL 29 PM 4:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA