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Division of Corporations

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LIMITED LIABILITY COMPANY
CARRIAGE FOODS, LLC

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**Articles of Organization
Of
CARRIAGE FOODS, LLC**

The undersigned, as an authorized representative, hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is: CARRIAGE FOODS, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

960 - 41st Street, #206
MIAMI BEACH, FLORIDA 33140

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

960 - 41st Street, #206
MIAMI BEACH, FLORIDA 33140

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

MARTIN W. WASSERMAN
960 41st Street, #206
MIAMI BEACH, FLORIDA 33140

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TALLAHASSEE, FLORIDA

*H04000156090***ARTICLE V. MANAGEMENT**

The Company is to be member-managed company. The initial manager is MARTIN W. WASSERMAN.

ARTICLE VI. MEMBER

The Sole Member is:

Name: MARTIN W. WASSERMAN
Address: 960 - 41st Street, #206
MIAMI BEACH, FLORIDA 33140

IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of Organization as of the 27th day of JULY 2004.

Martin W. Wasserman
MARTIN W. WASSERMAN

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of CARRIAGE FOODS, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Martin W. Wasserman
Registered Agent

Dated: July 28, 2004

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 28th day of July, 2004, by Martin W. Wasserman who is personally known to me or who has produced _____ as identification.

Angela Blacklock
Notary Public



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