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DEC 27, 2004 11:17 AM KANETSKY, MOORE & DEBOER

Page 1 of 1

TO: CORPORATIONS

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From:
Account Name : KANETSKY, MOORE & DEBOER, P.A.
Account Number : 075350000267
Phone : (941) 485-1571
Fax Number : (941) 484-7226

LIMITED LIABILITY COMPANY

Quality Bagels, LLC

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12/27/2004

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Quality Bagels, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:


115 South Jackson Road
Venice, FL 34292

ARTICLE III - Registered Agent, Registered Office, & Registered Agents's Signature:

The name and street address of the registered agent are:

Martin A. Guffey
115 South Jackson Road
Venice, FL 34292

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.



Martin A. Guffey

This instrument prepared by:
Erik R. Lieberman, Esq.
P. O. Box 1767
Venice, FL 34284-1767

941-483-1571

FL Bar #393093

ARTICLE IV - Manager(s) or Managing Member(s):**Title:**

"MGRS" = Managers

"MGRM" = Managing Member

MGRS

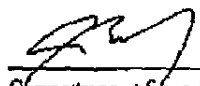
Name and Address:

Judith A. Guffey
Martin A. Guffey
115 South Jackson Road
Venice, FL 34292

ARTICLE V - EXISTENCE

The Limited Liability Company existence shall begin on January 1, 2005.

REQUIRED SIGNATURE:



Signature of a member

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

Martin A. Guffey

Typed or Printed Name of Signee

This instrument prepared by:
Erik R. Lieberman, Esq.
P. O. Box 1767
Venice, FL 34284-1767
941-485-1371
FL Bar #393053