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LAW OFFICE
KAREN A. GAGLIANO, P. A.
955-N Northwest 17th Avenue
Delray Beach, FL 33445

Telephone: (561)243-9100
Telefax: (561) 279-2297

January 5, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: KITCHEN PARTNERS USA, LLC
Our File: 10646

Dear Sir/Madam:

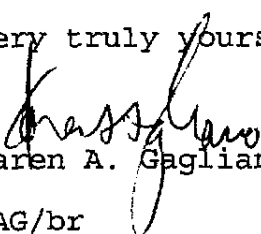
Enclosed are the Articles of Organization for the captioned limited liability company. Also enclosed is a check in the amount of \$155.00 to cover fees as follows:

Filing Fee	\$ 100.00
Registered Agent Fee	\$ 25.00
Certified Copy Fee:	<u>\$ 30.00</u>

TOTAL \$ 155.00

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Very truly yours,


Karen A. Gagliano, Esquire

KAG/br

Enclosures

ARTICLES OF ORGANIZATION
OF
KITCHEN PARTNERS USA, LLC

The undersigned hereby makes and subscribes to these Articles of Organization intending to form a Limited Liability Company under the provisions of the Florida Statutes.

1. **Name.** The name of the Limited Liability Company is KITCHEN PARTNERS USA, LLC ("Company"). The Company may conduct business under that name and under any other name or names upon which the manager(s) may select with the approval of the member(s). If the Company conducts business under a name other than that set forth in these Articles of Organization, then the Company shall file a fictitious name registration, as required by law, as to each such other name.

2. **Purpose.** The Company is organized to engage in any business permitted under applicable law.

3. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of the remaining Member(s).

4. **Mailing Address and Street Address.** The mailing address and street address of the principal office of the Company is: 11155 Whispering Pines Lane, Boca Raton, Florida 33428.

5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Karen A. Gagliano, Esquire. The street address of the initial registered agent of the Company is 955-N NW 17th Avenue, Delray Beach, Florida 33445.

6. **Additional Members.** Additional member(s) to the Company may be admitted, but only if the current Member(s) agree to the admission of additional member(s) and to the terms of admission.

7. **Termination of Membership.** If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

8. **Management of the Company.** The Company shall be managed by the manager(s). The following persons will initially be the manager(s):

Name

Address

Jose R. Hernand

11155 Whispering Pines Lane
Boca Raton, FL 33428

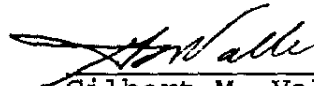
Gilbert M. Valle

19165 SW 15th Street
Pembroke Pines, FL 33029

9. **Regulations.** The Members shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

10. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization this 3rd day of January, 2005.



Gilbert M. Valle, Member or
Authorized Representative

**CERTIFICATE DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

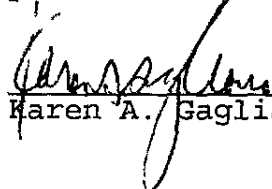
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:
KITCHEN PARTNERS USA, LLC.

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

Karen A. Gagliano, Esquire
955-N NW 17th Avenue
Delray Beach, FL 33445

Having been named as registered agent 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.



Karen A. Gagliano, Esquire

Date: January 3, 2005