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Fax Number : (850) 205-0383

From: Account Name : JEFFREY A. DOWD, P.A.  
Account Number : I20010000246  
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**LIMITED LIABILITY COMPANY**

**D'S DESSERTS LLC**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 14, 2005

JEFFREY A. DOWD, P.A.

SUBJECT: D'S DESSERTS LLC  
REF: W05000050810

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You've stated under Article 9 that the company is member-managed which would indicate the individuals listed are managing members (MGRM) but you've also stated they are managers and provided officer titles. Please decide if the individuals listed are managing members, managers or officers (generally not used when filing an LLC) and correct the document accordingly.

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) 245-6853.

Leslie Sellers  
Document Specialist

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
FOR  
D'S DESSERTS LLC**

The undersigned subscriber to these Articles of Organization is a natural person competent to contract and hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be D'S DESSERTS LLC, (hereinafter, "Company").

**ARTICLE 2 - PRINCIPAL OFFICE**

The address of the principal office of this Company shall be 12251 Creek Edge Drive, Riverview, Florida 33569 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**

The Company's existence shall be perpetual in nature, unless sooner terminated as provided for by law, or in these Articles of Organization or pursuant to the Regulations of the Company.

**ARTICLE 5 - POWERS OF COMPANY**

The Company shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Organization.

**JEFFREY A. DOWD, P.A.**

COUNSELOR AND ATTORNEY AT LAW

www.dowdlaw.com

609 WEST LUMSDEN ROAD

BRANDON, FLORIDA 33511

(813) 655-9193

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#### ARTICLE 6 - PURPOSE

This Company shall be permitted to engage in any and lawful activities in the State of Florida.

#### ARTICLE 7 - REGULATIONS

The Company shall be managed in accordance with its Regulations, which may be amended by a vote of the Members holding two-thirds (2/3) of the ownership interest in the Company.

#### ARTICLE 8 - TERMINATION

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, 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 the remaining Members whose ownership interest is at least fifty (50%) percent.

#### ARTICLE 9 - MANAGERS

The Company shall be a member-managed company and the initial Managing members for the Company shall be as follows:

Derek P. Shepard  
Kelly L. Shepard

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

#### ARTICLE 10 - AMENDMENT

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon Members in these Articles of Organization or any amendment hereto are granted subject to this reservation.

**JEFFREY A. DOWD, P.A.**

COUNSELOR AND ATTORNEY AT LAW

www.dowdlaw.com

609 WEST LUMBUEN ROAD  
BRANDON, FLORIDA 33511

(813) 655-9193

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**ARTICLE 11 - INDEMNIFICATION**

The Company, upon a majority vote of the Members, may indemnify a manager, employee or agent of the Company against any and all suits, claims, or judgments, including attorney fees and costs, to the fullest extent permitted by law.

**ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent for the Company shall be Jeffrey A. Dowd, P.A., whose address shall be the same as the registered office of the Company, which shall be located at 609 West Lumsden Road, Brandon, Florida 33511.

IN WITNESS WHEREOF, I, an authorized representative of the Members have hereunto signed, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this 10 November 2005.

  
Jeffrey A. Dowd, Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Jeffrey A. Dowd, P.A., having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

JEFFREY A. DOWD, P.A.

  
Jeffrey A. Dowd, President

**JEFFREY A. DOWD, P.A.**

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