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S	ERVICES		ORPORATION NAME (S) Bakery Cafe Town Center, LL		NUMBER (S):
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			Other		

ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

CALISTOGA BAKERY CAFE TOWN CENTER, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1613 Chinaberry Way, Naples, Florida 34105

ARTICLE III - Registered Agent and Registered Office

The name and the Florida street address of the initial registered agent are:

Mark C. Bates, 1613 Chinaberry Way, Naples, Florida 34105

ARTICLE IV ---- Managing Members

The name and address of each Managing Member is as follows:

Title:

Name and Address:

Managing Member

Mark C. Bates

1613 Chinaberry Way Naples, Florida 34105

Managing Member

John Schnatter

1411 Park Road

Anchorage, Kentucky 40223

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 8th day of June, 2006.

Signature of authorized representative

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

Mark C. Bates

Typed or printed name of signee

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

Signature of Registered Agent

Mark C. Bates

Typed or printed name of signee

Date: June 8, 2006

Filing Fee: \$100.00 for Articles of Organization

\$25.00 for Designation of Registered Agent