

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000052910
FILED 8:00 AM
May 18, 2007
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

BROOKLYN BAGEL CO. LLC

Article II

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

1503 ATLANTIC STREET

A

MELBOURNE BEACH, FL. US 32951

The mailing address of the Limited Liability Company is:

3216 WILD CANYON LOOP

AUSTIN, TX. US 78732

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

MATTHEW R YOUNG

1503 ATLANTIC STREET

A

MELBOURNE BEACH, FL. 32951

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.

Registered Agent Signature: MATTHEW R YOUNG

Article V

The name and address of managing members/managers are:

Title: MGRM
MATTHEW R YOUNG
1503A ATLANTIC STREET
MELBOURNE BEACH, FL. 32951 US

Title: MGRM
KAREN YOUNG
1503A ATLANTIC STREET
MELBOURNE BEACH, FL. 32951 US

Signature of member or an authorized representative of a member

Signature: MATTHEW R YOUNG

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