

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.**PARK AVENUE CAFE AND BAKERY, LLC**

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ARTICLES OF ORGANIZATION
OF

PARK AVENUE CAFE AND BAKERY, LLC

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PARK AVENUE CAFE AND BAKERY, LLC, and its principal office and mailing address shall be located at 1406 Valencia Street, Sanford, FL 32771, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or

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corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. NUMBER OF UNITS

The number of units that this limited liability company is authorized to issue is 100.

ARTICLE IV. EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE V. MANAGEMENT

This limited liability company shall be a member-managed company and shall be managed by one or more member(s). The name and address of the person(s) who shall serve as Managing Member until the first annual meeting of members or until his or her successor is elected and qualified are as follows: JOSEPH H. MACK and SHEILA M. MACK, Managing Members, 1406 Valencia Street, Sanford, FL 32771.

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ARTICLE VI. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII. ADOPTION OF OPERATING AGREEMENT

The company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla.Stat.

ARTICLE VIII. AMENDMENTS

The Company reserves the right to amend any provisions of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Limited Liability Company.

ARTICLE IX. INDEMNIFICATION

Each individual or entity who is or was a member of the Limited Liability Company (and the heirs, executors, personal representatives, administrators, successors, or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed

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action, suit of proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company, ("Indemnities"), shall be indemnified and held harmless by the Limited Liability Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Articles, the Indemnities shall also be entitled to have paid directly by the Limited Liability Company the expenses reasonably incurred in defending any such proceeding against such Indemnities, in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Limited Liability Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Limited Liability Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1406 Valencia Street, Sanford, FL 32771, and the name of the company's initial registered agent at that address is JOSEPH H. MACK.

The undersigned, being original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of PARK AVENUE CAFE AND BAKERY, LLC, and have executed these Articles of Organization as of this 1st day of June, 2007.


JOSEPH H. MACK


SHEILA M. MACK

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is PARK AVENUE CAFE AND BAKERY, LLC.

The name of the registered agent for PARK AVENUE CAFE AND BAKERY, LLC is JOSEPH H. MACK, and the street address of the company's principal office where the agent is located is 1 South Orange Avenue, Suite 304, Orlando, FL 32801.

This statement is to acknowledge that, as indicated above, PARK AVENUE CAFE AND BAKERY, LLC has appointed me, JOSEPH H. MACK, as its registered agent and to accept service of process for the company at the place designated above in this certificate. I hereby accept this 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, Florida Statutes.

Dated this 1st day of JUNE, 2007.


JOSEPH H. MACK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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