

LD7000084515

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

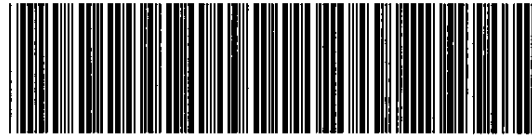
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500106904235

08/09/07--01019--030 **155.00

FILED
07 AUG 17 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RC

GONZALEZ & MARRIAGA, PL

ATTORNEYS AT LAW

150 N. Orange Ave., Suite 404
Orlando, Florida 32801

Tel: (407) 843-8877

Fax: (407) 843-8854

August 6, 2007

Secretary of the State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Please find enclosed copies of the original Articles of Organization, and Operating Agreement for Red's (P) Gourmet, LLC. Also find enclosed a check for ONE HUNDRED FIFTY-FIVE 00/100 dollars (\$155.00) to cover the necessary filing fees and certified copy fees for Red's (P) Gourmet, LLC.

Please register the company and return certified copies to the above referenced address.

Should you have any questions do not hesitate to call us.

Sincerely,



Alejandro L. Marriaga, Esq.

AM/kac

Enclosures: copies or original articles of incorporation, and operating agreement and check for \$155.00.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 10, 2007

GONZALEZ & MARRIAGA, PL
150 N. ORANGE AVENUE, SUITE 404
ORLANDO, FL 32801

SUBJECT: RED'S (P) GOURMET, LLC
Ref. Number: W07000039019

We have received your document for RED'S (P) GOURMET, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Division of Corporation does not file the Operating Agreement.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 107A00049077

ARTICLES OF ORGANIZATION
OF
RED'S (P) GOURMET, LLC

FILED
07 AUG 17 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is RED'S (P) GOURMET, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in all other activities related to the Manufacturing, Distributing, Marketing, and Selling Bar-B-Que sauce and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is 400 WEST CHURCH STREET, SUITE B, ORLANDO, FL. 32801, and the street address of the place of business for the Company is 400 WEST CHURCH STREET, SUITE B, ORLANDO, FL. 32801 These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is Alejandro L. Marriaga, Esq, and the initial registered office is located at 150 N. Orange Ave, Ste 404, Orlando, Florida 32801.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

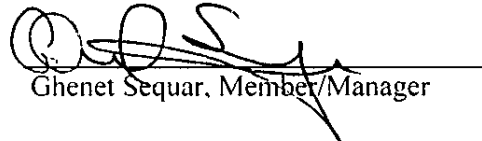
10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at 150 N. Orange Ave, Ste 404, Orlando, Florida, on 7/27/, 2007

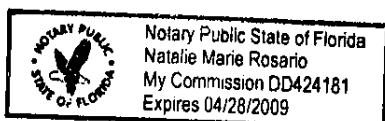
RED'S (P) GOURMET, LLC
a Florida limited liability company

By:


Ghenet Sequar, Member/Manager

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on 7.27.07, by Ghenet Sequar, as Member/Manager of RED'S (P) GOURMET, LLC, a Florida limited liability company who (✓) is personally known to me or () produced as identification.





Notary Public — State of Florida

RED'S (P) GOURMET, LLC.

REGISTERED AGENT ACKNOWLEDGEMENT

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 as provided for in Chapter 608, F.S..

The initial registered agent in Florida for the Company is Alejandro L. Marriaga, Esq, and the initial registered office is located at 150 N. Orange Ave, Ste 404, Orlando, Florida 32801.



Alejandro L. Marriaga, Esq.
Gonzalez & Marriaga, PL
150 N. Orange Ave. Ste. 404
Orlando, FL 32801
407-843-8877
407-843-8854

FILED
07 AUG 17 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA