

L07000125253

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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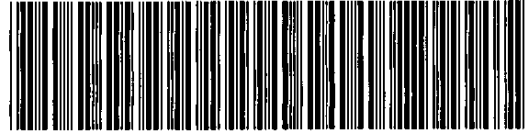
(Business Entity Name)

(Document Number)

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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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07 DEC 18 AM 9:20
FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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a Wolters Kluwer business

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1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

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www.ctlegalsolutions.com

December 18, 2007

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
07 DEC 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 7104404 SO
Customer Reference 1: 51924
Customer Reference 2: 0012

Dear Department of State, Florida:

Please obtain the following:

TooJay's Bakery & Commissary, Inc. (FL)
Conversion
Florida

TooJay's Bakery & Commissary, Inc. (FL)
Certificate of Status-Domestic
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

CERTIFICATE OF CONVERSION
FLORIDA CORPORATION
INTO
FLORIDA LIMITED LIABILITY COMPANY

FILED
07 DEC 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Corporation ("Florida Corporation") into a Florida Limited Liability Company in accordance with Chapters 607 and 608, Florida Statutes. The Florida Corporation is being converted into a Florida limited liability company in compliance with Chapter 607, Florida Statutes and such conversion complies with the applicable laws governing Florida limited liability companies.

1. The name of the Florida Corporation immediately prior to the filing of this Certificate of Conversion is TooJay's Bakery & Commissary, Inc. 647560

2. The Florida Corporation is a corporation first organized, formed or incorporated under the laws of Florida on July 6, 1983. ✓

3. The address of the principal office of the Florida Corporation is 3654 Georgia Avenue, West Palm Beach, Florida 33405.

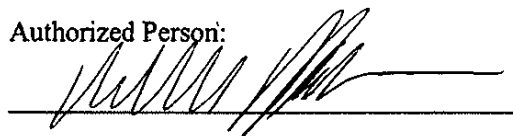
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is TooJay's Bakery and Commissary, L.L.C. The address of the principal office of the Florida Limited Liability Company is 3654 Georgia Avenue, West Palm Beach, Florida 33405.

5. The Plan of Conversion has been approved by the Florida Corporation in accordance with Chapter 607 of the Florida Statutes.

6. The effective date of the conversion shall be the date of filing of this Certificate of Conversion.

Signed this 14th day of December, 2007.

Authorized Person:



Printed Name: William Korenbaum

Title: Chief Executive Officer

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07 DEC 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
TOOJAY'S BAKERY & COMMISSARY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I — NAME

The name of the limited liability company shall be TooJay's Bakery & Commissary, L.L.C. ("Company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the Company shall be 3654 Georgia Avenue, West Palm Beach, Florida 33405.

ARTICLE III — DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE IV — REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is TooJay's Management Corporation, 3654 Georgia Avenue, West Palm Beach, Florida 33405.

ARTICLE V — CAPITAL CONTRIBUTIONS

Each member shall not be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI — ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII — TERMINATION OF EXISTENCE

So long as the Company continues to have at least one (1) remaining Member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member or the occurrence of any other event that terminates the continued membership of any Member shall not cause the Company to be dissolved, and, upon the occurrence of any such event, the Company shall be continued without dissolution.

ARTICLE VIII — MANAGEMENT

The Company shall be managed by members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Company will initially be managed by the sole member of the Company, TooJay's Management Corporation, 3654 Georgia Avenue, West Palm Beach, Florida 33405.

IN WITNESS WHEREOF, the undersigned sole member of TooJay's Bakery & Commissary, L.L.C. hereby executes these Articles of Organization on this 12th day of December, 2007.

TooJay's Management Corporation,
a Florida corporation

By: 

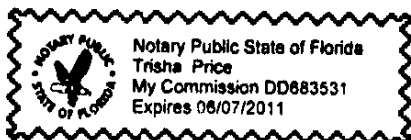
William Korenbaum, Chief Executive Officer,
as Sole Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 12th day of December, 2007, by William Korenbaum, President of TooJay's Management Corporation, as Sole Member.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

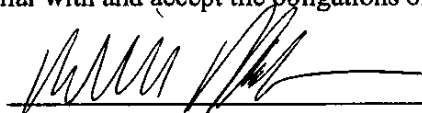

Notary Public, State of Florida



Print, Type or Stamp
Commissioned Name of Notary Public

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

The undersigned, being the person named in the Articles of Organization of TooJay's Bakery & Commissary, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



William Korenbaum, Registered Agent

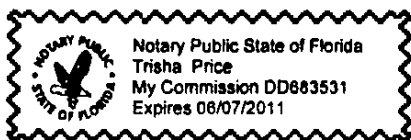
STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 12th day of December, 2007 by William Korenbaum, as Registered Agent.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____



Notary Public, State of Florida



Print, Type or Stamp
Commissioned Name of Notary Public