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To:  
Division of Corporations  
Fax Number : (850) 617-6383

From:  
Account Name : VOIGT & VOIGT, P.A.  
Account Number : I20030000017  
Phone : (941) 925-2324  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**BAY STREET SUBS & SMOOTHIES, LLC**

Certificate of Status	0
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Electronic Filing Menu

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Help

((H08000057101 3)))

**ARTICLES OF ORGANIZATION  
OF  
BAY STREET SUBS & SMOOTHIES, LLC**

002  
SECRETARY OF STATE  
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The undersigned, being a natural person of at least 18 years of age and acting as the Organizer of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

**BAY STREET SUBS & SMOOTHIES, LLC**

SECOND: The term of existence of the Limited Liability Company shall be perpetual.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 Bee Ridge Road, Sarasota, FL 34239, and the name of the initial registered agent of the Limited Liability Company to whom process may be sent in Florida at that address is VOIGT & VOIGT, P.A..

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. If 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.

VOIGT & VOIGT, P.A.

STEPHEN F. VOIGT, SR.

FIFTH: The mailing address and principal office of the Limited Liability Company is 7041 74th Circle East, Bradenton, FL 34203.

SIXTH: The Limited Liability Company is to be managed by the Managing Members. The names and addresses of the initial Managing Members are: ENRICO O. LASTELLA and DEBORAH R. LASTELLA, 7041 74th Circle East, Bradenton, FL 34203.

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SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$100.00. The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the affirmative vote or consent of Members holding a majority of the Members' Percentage Interests (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

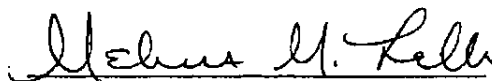
ELEVENTH: The name and business address of the Organizer of the Limited Liability Company are: ENRICO O. LASTELLA, 7041 74th Circle East, Bradenton, FL 34203.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on, MARCH 4, 2008.

  
ENRICO O. LASTELLA  
Organizer

STATE OF FLORIDA, COUNTY OF SARASOTA, ss.

The foregoing instrument was acknowledged before me on the 4TH day of MARCH 2008, by ENRICO O. LASTELLA.

  
Notary Public  
My commission expires on

Personally Known \_\_\_\_ OR Produced Identification \_\_\_\_  
Type of Identification Produced: [ ] Passport [ ] State Driver's License  
[ ] Other:

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