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(Requestor's Name)

(Address)

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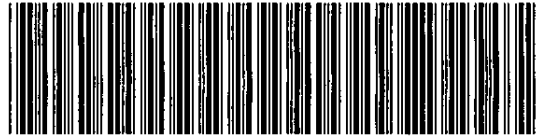
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The Law Office of Leslie Quinn, P.L.

Leslie Quinn **Licensed in Texas and Florida

16910 S U.S. Hwy 441, Suite 205, Summerfield, FL 34491
Summerfield: (352) 347-6318 / Ocala: (352) 629-1251
Facsimile (352) 307-3473

March 27, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Villages Food, L.L.C.
Our File #2008-023

To Whom It May Concern:

Enclosed please find original Articles of Organization and Certificate Designating Registered Agent for Villages Food, L.L.C. Also enclosed is our check in the amount of \$125.00, for the required filing fee. If you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Leslie Quinn

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Enclosures

cc: Client

**ARTICLES OF ORGANIZATION
OF
VILLAGES FOOD, 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 **VILLAGES FOOD, L.L.C.**

ARTICLE II -- ADDRESS

The mailing address of the principal office and the street address of the principal office of the limited liability company is 818 W. University Avenue, #209, Gainesville, Florida 32601.

ARTICLE III -- PURPOSE

The limited liability company is purposefully organized to operate for any lawful purposes.

ARTICLE IV-DURATION

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

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered agent of the limited liability company in the State of Florida is: Tom Colangelo, 818 W. University Avenue, #209, Gainesville, Florida 32601.

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ARTICLE VI -- INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the unanimous consent of the members owning capital interests of the company who are entitled to vote or as otherwise provided in the Operating Agreement including any amendments thereto.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the unanimous written consent of the members having capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those 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 members owning capital interests of the company entitled to vote other than the member proposing to dispose of his or her interest approve of the proposed transfer by giving written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, 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, unless otherwise stated in the Operating Agreement, and only by a unanimous vote of the remaining members.

ARTICLE IX -- MANAGEMENT


The limited liability company shall be initially managed by Tom Colangelo, Mike Handy and Mark Hofling, and shall continue to be managed by those members unless otherwise mandated 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 provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The address of the initial managers are: Tom Colangelo, 818 W. University Avenue, #209, Gainesville, Florida 32601; Mike Handy, 4516 Lake Benji Court, Mount Dora, Florida 32757; and Mark Hofling, 3269 SE 147th Lane, Summerfield, Florida 34491.

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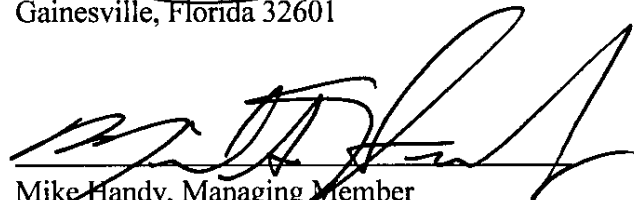
**ARTICLE X-AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF
ORGANIZATION, THE OPERATING AGREEMENT, OR BYLAWS**

Except as set forth in the Operating Agreement and Bylaws, no amendment, modification or repeal of the Articles of Organization, Operating Agreement or Bylaws may be made without the unanimous written consent of the members owning all of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by the those members.

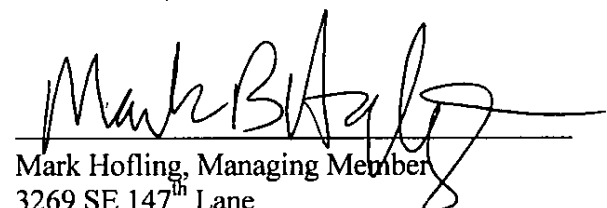
THE UNDERSIGNED organizers have made and subscribed these Articles of Organization at Summerfield, Florida, on this the 26th day of March, 2008.



Tom Colangelo, Managing Member
818 W. University Avenue, #209
Gainesville, Florida 32601



Mike Handy, Managing Member
4516 Lake Benji Court
Mount Dora, Florida 32757



Mark Hofling, Managing Member
3269 SE 147th Lane
Summerfield, Florida 34491

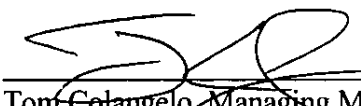
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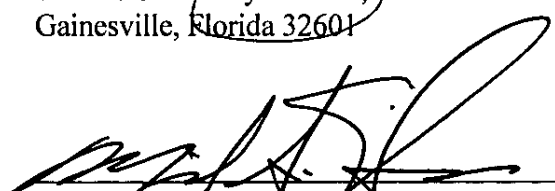
**CERTIFICATE DESIGNATING REGISTERED AGENT, PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

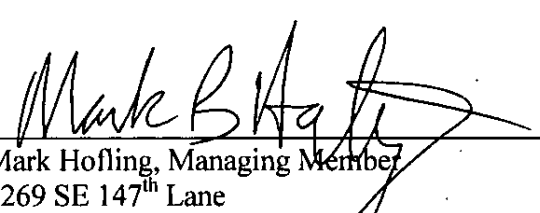
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

FIRST, that Villages Food, L.L.C., desiring to organize or qualify under the laws of the State of Florida, having its principal place of business at 818 W. University Avenue, #209, Gainesville, Florida 32601, has named Tom Colangelo of 818 W. University Avenue, #209, Gainesville, Florida 32601 as its agent to accept service of process within Florida.

Dated: This 26th day of March, 2008.



Tom Colangelo, Managing Member
818 W. University Avenue, #209
Gainesville, Florida 32601

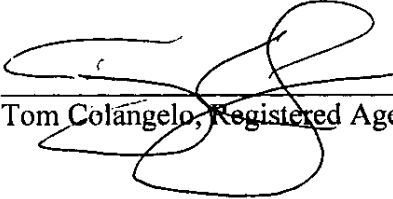
Mike Handy, Managing Member
4516 Lake Benji Court
Mount Dora, Florida 32757

Mark Hofling, Managing Member
3269 SE 147th Lane
Summerfield, Florida 34491

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SECOND, having been named to accept service of process for the above named Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: This 26th day of March, 2008.



Tom Colangelo, Registered Agent

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