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#### FLORIDA/FOREIGN LIMITED LIABILITY CO.

GGM Food Service Holdings, LLC

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**EXAMINER** 

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## ARTICLES OF ORGANIZATION

#### Article I. Name

The name of this Florida limited liability company is: GGM Food Service Holdings, LLC

#### Article II. Address

The street and mailing address of the Company's initial principal office is: GGM Food Service Holdings, LLC 18520 SE Lakeside Drive Tequesta FL 33469

#### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Eugene S. Mayer 18520 SE Lakeside Drive Tequesta FL 33469

## Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

E. Scott Schroeder, Esq. I FL Bar Member Law Office of Scott Schroeder 3300 PGA Boulevard Gardens Plaza, Suite 500 Palm Beach Gardens FL 33410 561-493-8000

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#### Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

#### Article VI. Management

This will be a member-managed company. The name and address of each member is:

EUGENES. MAYER 18520 SE Lakeside Drive Toquesta FL 33469

# Article VII. Company Existence

The Company's existence shall begin effective as of August 18, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on August 18, 2008.

E. SCOTT SCHROEDER, ESQ.

Franco E. Cammarata, Vice President by S. Simons as attorney-in-fact

E. Scott Schroeder, Esq. I FL Bar Member Law Office of Scott Schroeder 3300 PGA Boulevard Gardens Plaza, Suite 500 Palm Beach Gardens FL 33410 561-493-8000

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
GGM Food Service Holdings, LLC

### REGISTERED AGENT/OFFICE:

Eugene S. Mayer 18520 SE Lakeside Drive Tequesta FL 33469

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

EUGENE S. MAYER

by S. Simons as attorney-in-fact

Date: August 18, 2008.

E. Scott Schroeder, Esq. I FL Bar Member Law Office of Scott Schroeder 3300 PGA Boulevard Gardens Plaza, Sulte 500 Palm Beach Gardens FL 33410 561-493-8000