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D. BRUCE

AUG 19 2008

EXAMINER

LARRY M. STEWART, P.A.

Attorney at Law

73 S.W. Flagler Avenue  
Post Office Box 809  
Stuart, Florida 34995  
(772) 283-8191  
Fax (772) 283-4396

August 14, 2008

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: THE PRETZEL GUYS, L.L.C.

To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Organization for Florida Limited Liability Company pertaining to THE PRETZEL GUYS, L.L.C., together with our check in the amount of \$155.00. \$100.00 is applicable to the filing fee, \$25.00 to the Designation of Registered Agent, and \$30.00 for a certified copy.

With kindest personal regards.

Sincerely yours,

  
LARRY M. STEWART

LMS/hc  
enclosures

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the limited liability company is THE PRETZEL GUYS, L.L.C.

ARTICLE II - ADDRESS


The mailing address of the Company's principal place of business is 2186 NW 18<sup>th</sup> Street, Stuart, Florida 34994. The street address of the Company's principal place of business is 2186 NW 18<sup>th</sup> Street, Stuart, Florida 34994.

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

WILLIAM STERNBERG  
2186 NW 18<sup>th</sup> Street  
Stuart, Florida 34994.

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.

  
\_\_\_\_\_  
Registered Agent's Signature

ARTICLE IV - DURATION

The period of duration for the Company is perpetual.

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#### ARTICLE V - MANAGEMENT

The Company is to be managed by one (1) manager. The manager will serve until the first annual meeting of the members. The initial manager is the following:

<u>Name:</u>	<u>Address:</u>
WILLIAM STERNBERG	2186 NW 18 <sup>th</sup> Street Stuart, Florida 34994

#### ARTICLE VI - INITIAL MEMBERS

The following person is the initial member for the Company:

<u>Name:</u>	<u>Address:</u>
WILLIAM STERNBERG	2186 NW 18 <sup>th</sup> Street Stuart, Florida 34994

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted by the written consent of existing members holding fifty-one percent (51%) of the stock of the Company, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

#### ARTICLE VIII - CONTINUATION

The remaining members of the Company have the right to continue the business of the 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 Company. The business of the Company may be continued by the written consent of fifty-one percent (51%) of the remaining members.

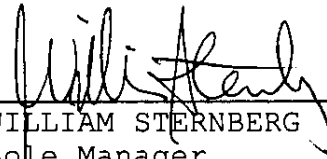
#### ARTICLE IX - ADDITIONAL PROVISIONS

Except as otherwise provided in these Articles of Incorporation or the Regulations of this Company, the applicable provisions of Florida Statutes Chapter 608 shall apply. In the event there is any conflict between the provisions of Florida

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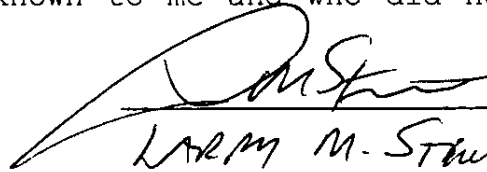
Statutes Chapter 608 and the provisions of these Articles and/or Regulations, these Articles or Regulations shall control. In the event there is any conflict between the provisions of these Articles and the Regulations of this Company, the Regulations shall control.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 14<sup>th</sup> day of August, 2008 at Stuart, FL.

  
\_\_\_\_\_  
WILLIAM STERNBERG  
Sole Manager

STATE OF FLORIDA  
COUNTY OF MARTIN

SWORN TO AND SUBSCRIBED BEFORE ME, a notary public, this 14<sup>th</sup> day of August, 2008 by WILLIAM STERNBERG, sole manager of THE PRETZEL GUYS, L.L.C., a Florida Limited Liability Company, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
LARRY M. STEWART

(Notary Seal)



Larry M. Stewart  
Commission # DD524624  
Expires May 29, 2010  
Bonded Tray Pain - Insurance, Inc. 800-299-7018

Notary Public  
My Commission Expires:

MAY 29, 2010

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