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SECRETARY OF STATE
TALL AHASSEF, FLORIDA



D. BRUCE

MAR 6 2009

EXAMINER



V. VINT. VVM (NH)
ACCOUNT NO. : 07210000032
REFERENCE: 916264 9585A
AUTHORIZATION :
COST LIMIT: \$155.00
ORDER DATE: March 6, 2009
ORDER TIME : 12:29 PM
ORDER NO. : 916264-005
CUSTOMER NO: 9585A
DOMESTIC FILING
NAME: ELYSIUM BAKERY LLC
EFFECTIVE DATE:
ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP XX ARTICLES OF ORGANIZATION
Sign of I
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY SA COPY
CERTIFICATE OF GOOD STANDING
CONTACT PERSON: Jeanine Reynolds - EXT. 2933
EXAMINER'S INTITALS.

ARTICLES OF ORGANIZATION OF ELYSIUM BAKERY LLC

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

ARTICLE I - NAME

The name of the limited liability company shall be ELYSIUM BAKERY LLC ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company is 1417 Olympia Avenue, Mount Dora, FL 32757. The street address of the Company is 1417 Olympia Avenue, Mount Dora, FL 32757.

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 dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV – REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is G. Edward Clement. The address of Company's registered office in Florida is 308 East Fifth Avenue, Mount Dorar Florida 32757.

ARTICLE V – 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 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.

ARTICLE VI – MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining member(s) of the Company have the right to continue the business on 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 may be continued only on the unanimous written consent of the remaining member(s).

ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers in accordance with 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 Company not inconsistent with law or these Articles of Organization. The manager or managers may not adopt emergency regulations. The name and address of the initial manager of the Company is:

NAME

MAILING ADDRESS

STREET ADDRESS

Jean A. Robinson

1417 Olympia Avenue Mount Dora, Florida 32757 1417 Olympia Avenue Mount Dora, Florida 32757

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Mount Dora, Florida, on this 2nd day of March, 2009.

JEAN A. ROBINSON

STATE OF FLORIDA COUNTY OF LAKE

Sworn to and subscribed before me this 2nd day of March 2009, by Jean A. Robinson,

() who is personally known to me and did take an oath.

(X) who has produced a Florida driver's license as identification and did take an oath.

OHERY 1 VEHICE

MY COMMISSION BB 239268

EXPIRE B: MAY 13, 2682

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STATE OF NEW YORK

STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the Limited Liability Company is: ELYSIUM BAKERY LLC
- 2. The name and the Florida street address of the registered agent and office are:

G. Edward Clement 308 East Fifth Avenue Mount Dora, Florida 32757

ACCEPTANCE BY REGISTERED AGENT:

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, Fla. Stat.

G. Edward Clement Registered Agent

D. Edward Clement

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