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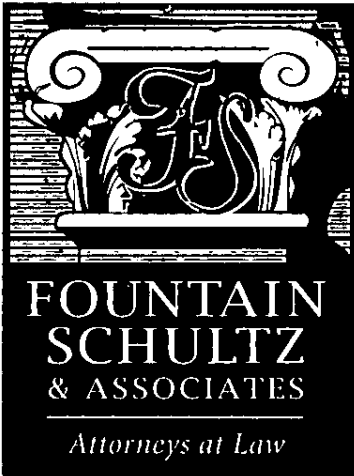
08/02/10--01052--001 **138.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG - 2 AM 10:17

T. HAMPTON

AUG - 3 2010

EXAMINER



KENNETH R. FOUNTAIN
KERRY ANNE SCHULTZ
SCOTT C. BRIDGFORD

July 28, 2010

VIA REGULAR U.S. MAIL

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

Re: **PANHANDLE FOODS, L.L.C.**

Dear Sir or Madam:

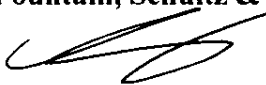
Enclosed please find the following instruments:

1. Original and one copy of the Articles of Organization of Panhandle Foods, L.L.C.; and
2. Check in the amount of \$138.75 for filing the Articles of Organization.

Please return a filed copy to me in the enclosed pre-addressed, stamped envelope.

Should you have any questions, please advise. Thank you for your assistance in this matter.

Sincerely,
Fountain, Schultz & Associates, P.L.


Kerry Anne Schultz, Esquire

KAS: mae
Enclosures

2045 FOUNTAIN PROFESSIONAL CT.
SUITE A

NAVARRE, FLORIDA 32566

TEL: (850) 939-3535

FAX: (850) 939-3539

SANTA ROSA BEACH

TEL: (850) 622-2700

FAX: (850) 622-2722

ARTICLES OF ORGANIZATION

OF

PANHANDLE FOODS, L.L.C.

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The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be "PANHANDLE FOODS, L.L.C." ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 98 Twin Lakes Rd, Rome GA 30165, and the street address of the principal office of the Company shall be 240 Gulf Shores Drive, Destin, FL 32541.

ARTICLE III - DURATION

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Kerry Anne Schultz, Esquire, 2045 Fountain Professional Court, Suite A, Navarre, Florida, 32566.

ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VIII - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE IX - AMENDMENT

These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.



KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 28 day of July 2010, by KERRY ANNE SCHULTZ, who (☒) is personally known to me or who () has produced _____, as identification and who did not take an oath.



PAMELA J. BURNS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD0933154
Expires 10/14/2013


NOTARY PUBLIC

Commission No. DD0933154

My Commission Expires: 10/14/13

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**ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT**

KERRY ANNE SCHULTZ, ESQUIRE, the designated resident agent of PANHANDLE FOODS, L.L.C., does hereby certify that her business address is 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566, do hereby accept the designation and appointment as resident agent of PANHANDLE FOODS, L.L.C, a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.

DATED this 28th day of July, 2010.




KERRY ANNE SCHULTZ, ESQUIRE

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this __ day of July 2010, by KERRY ANNE SCHULTZ who (☒) is personally known to me or who () has produced a driver's license as identification and has taken an oath.



PAMELA J. BURNS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD0933154
Expires 10/14/2013



NOTARY PUBLIC
Commission No.: SS0933154
Commission Expires: 10/14/13

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