

NOV-04-10

10:33PM

FROM: AKERMAN SENTERFITT P.C.

TO: T. HAMPTON

P.002706

F-444

# L10000115159

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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### FLORIDA LIMITED LIABILITY CO.

~~J & S FLORIDA LLC~~ JAY & ESS ENTERPRISES LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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T. HAMPTON

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NOV -4 2010

EXAMINER



November 4, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AKERMAN SENTERFITT (ORLANDO)

SUBJECT: J & S FLORIDA LLC  
REF: W10000051588

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org).

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is L04000063274 (JS, LLC).

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II

FAX Aud. #: H10000240071  
Letter Number: 110A00025942

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**ARTICLES OF ORGANIZATION**

**OF**

**JAY & ESS ENTERPRISES LLC**

**ARTICLE I**

**Name of Limited Liability Company**

The name of this limited liability company is JAY & ESS ENTERPRISES LLC (the "Company"), with its principal place of business being located at 1772 Avenue Road, Toronto, Ontario M5M 3Y6 Canada, and the mailing address is the same.

**ARTICLE II**

**Duration**

The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

**ARTICLE III**

**Purpose**

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

**ARTICLE IV**

**Registered Agent and Office**

The name of the initial registered agent of the Company is Jaswant Sahdra. The street address of the initial registered agent of the Company is 17280 Westpointe Blvd., Unit 811, Orlando, Florida 32835.

**ARTICLE V**

**Additional Members**

Additional members to the Company may be admitted, but only upon the unanimous consent of all current members.

**ARTICLE VI**

**Termination of Membership**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

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**ARTICLE VII**  
**Management of the Company**

The management of the Company shall be by a Manager or Managers elected by the Members as provided in the Operating Agreement. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by the members. The name and address of the initial managers are:

- Jaswant Sahdra                      1772 Avenue Road, Toronto, Ontario M5M 3Y6 Canada
- Satnam Chouhan                      1772 Avenue Road, Toronto, Ontario M5M 3Y6 Canada

**ARTICLE VIII**  
**Regulations**

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions of the regulation and management of the affairs of the Company.

**ARTICLE IX**  
**Date of Existence of the Company**

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

**ARTICLE X**  
**Transfer of Interest**

No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring members shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

**ARTICLE XI**  
**Certificated Interests**

The members' interests in the Company shall be evidenced by certificates.


**ARTICLE XII**  
**Contracting Debts**

All contracting debts of the limited liability company require the approval of one of the managers.

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The undersigned executed these Articles of Organization effective as of the 3 day of November, 2010.

By:  \_\_\_\_\_  
Jaswant Sahdra  
Manager

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: JAY & ESS ENTERPRISES LLC  
1772 Avenue Road  
Toronto, Ontario M5M 3Y6 Canada

The name and address of the registered agent and office is:

Jaswant Sahdra  
(Name)  
17280 Westpointe Blvd., Unit 811  
(P. O. Box not acceptable)  
Orlando, Florida 32835  
(City/State/Zip)

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*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.*

(Signature) 

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314