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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 NOV - 8 AM 10:39

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**C. LEWIS**

NOV 9 2010

**EXAMINER**

**JAMES M. STEWART**  
**Attorney at Law**  
**1211 The Plaza**  
**Singer Island, Florida 33404-4740**  
**Telephone (561) 842-2477**  
**Telecopier (561) 845-6958**

November 4, 2010

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: BEACH BAGELS & DELI, LLC  
My File Number: 03.364.0111

Dear Sir or Madam:

In connection with the proposed Florida limited liability company referenced above, I have enclosed the original and one (1) copy of the Articles of Organization for filing with the State, together with our check numbered 13088, in the amount of \$125.00, which represents payment for the Filing Fee (\$100.00), and Registered Agent Fee (\$25.00), made payable to the Department of State; and,

Kindly file the original and return the stamped copy of the filed Articles to my office in the enclosed stamped, self-addressed envelope.

Thank you.

Very truly,



Katie L. Stephens  
Assistant to James M. Stewart

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Enclosures

**ARTICLES OF ORGANIZATION  
OF  
BEACH BAGELS & DELI, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of limited liability company.

Article I  
Name

The name of the limited liability company shall be BEACH BAGELS & DELI, LLC (the "Company").

Article II  
Address

The principal place of business of the Company in Florida shall be 2425 Beach Court, Singer Island, Florida 33404 and the mailing address shall be the same.

Article III  
Effective Date and Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article IV  
Purposes and Powers

In addition to the purposes authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the

BEACH BAGELS & DELI, LLC

State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm association, or company carrying on any kind of business of a similar nature to which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, company, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or companies, and perform any service under contract or otherwise for any company, joint stock company, association, partnership, firm, syndicate, individual, or any other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or to participate in any and lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on exercise, or do.

Article V  
Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members of the limited liability company.

Article VI  
Management, Members and Member Manager

Management of this limited liability company is reserved to its members, whose names and addresses are provided hereinbelow. There shall be one (1) member manager who initially shall be Richard T. Dietrich who will serve until the first annual meeting or until a successor is elected.

Names and Addresses:

Richard T. Dietrich  
1200 Bimini Lane  
Singer Island, Florida 33404

Article VII  
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Article VIII  
Continuation on Death, Retirement, Etc., of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operation Agreement.

Article IX  
Initial Registered Office and Registered Agent

The office and mailing address of the initial registered agent office of the limited liability company is 1211 The Plaza, Singer Island, Florida, 33404, County of Palm Beach, and the name of the Company's initial registered agent at that address is James M. Stewart, Esq.

IN WITNESS WHEREOF, the undersigned member has executed these Articles this 4 day of November, 2010.

  
Richard T. Dietrich

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th  
day of November, 2010 by Richard T. Dietrich, who is personally  
known to me.

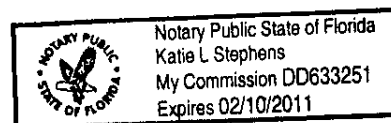


Katie L. Stephens

Notary Public, State of Florida at Large

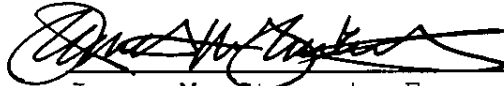
My Commission Number: DD633251

Commission Expiration: 02/10/2011



ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION

Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designate 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, pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes.



James M. Stewart, Esq.  
Registered Agent

File Number: 03.364.0111

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TALLAHASSEE, FLORIDA

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