

L11000102189

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TALLAHASSEE, FLORIDA

MDO | PARTNERS

LAW | COMPLIANCE | ETHICS

175 SW 7th STREET
SUITE 1900
MIAMI, FLORIDA 33130
305.704.8452

MDOPARTNERS.COM

November 21, 2013

via Federal Express

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SIMPLY BEANS LLC

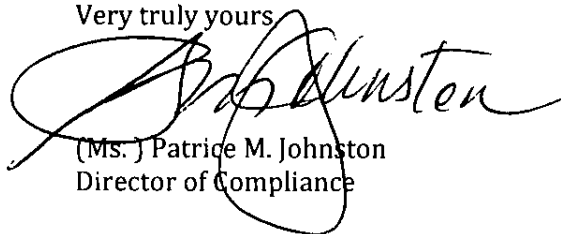
Dear Sir or Madam:

Enclosed for filing are the original, signed Amended and Restated Articles of Organization for Simply Beans LLC, a Florida limited liability company, together with a copy of the Amended and Restated Articles and our check payable to the Florida Department of State in the amount of \$155.00 to cover the applicable filing fees and the fee for a certified copy of the Articles as filed. Please forward the certified copy of the Amended and Restated Articles as filed directly to me.

If you have any questions regarding this matter, please contact me by telephone at (305) 704-8453 or by email at pjohnston@mdopartners.com.

Thank you in advance for your assistance.

Very truly yours



(Ms.) Patrice M. Johnston
Director of Compliance

/Enclosures

[The Certificate of Conversion and Articles of Organization for SIMPLY BEANS LLC, a Florida limited liability company, were filed on September 6, 2011 and assigned Florida document number L11000102189.]

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SIMPLY BEANS LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby adopts the following Amended and Restated Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is SIMPLY BEANS LLC (the "Company").

**ARTICLE II
ADDRESS**

The principal office of the Company is:

11540 Interchange Circle North
Miramar, FL 33025

The mailing address of the Company is:

11540 Interchange Circle North
Miramar, FL 33025

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 175 SW 7th Street, Suite 1900, Miami, Florida 33130, as the street address of the initial registered office of the Company and names MDO CORPORATE SERVICES LLC, a Florida limited liability company, initial registered agent at that address to accept service of process within this state.

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ARTICLE IV
APPOINTMENT OF AUTHORIZED REPRESENTATIVE

The Company designates Richard Montes de Oca and Patrice M. Johnston whose address is 175 SW 7th Street, Suite 1900, Miami, Florida 33130, acting together or independently, its Authorized Representatives for the purpose of filing these Amended and Restated Articles of Organization with the Secretary of State of Florida.

ARTICLE V
DURATION AND CONTINUATION

The period of the Company's duration commenced upon the filing of its Articles of Incorporation on February 18, 2011, which continued following the filing of a Certificate of Conversion and Articles of Organization on September 6, 2011, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of the Company's ownership interest.

ARTICLE VI
AUTHORIZED UNITS

The Company is authorized to issue Ten Thousand (10,000) membership units, par value \$.01 per unit.

ARTICLE VII
MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) named below shall serve in such capacity until his or her successor(s) is/are duly elected and qualified.

ARTICLE VIII
MANAGERS

The name and address of the Managers of the Company are:

Martha Antunez de Mayolo
833 NE 19th Terrace
Ft. Lauderdale, FL 33304

Pamela A. Bush
3734 Shafer Circle
Carmel, IN 46033

Francisco Antunez de Mayolo
833 NE 19th Terrace
Ft. Lauderdale, FL 33304

ARTICLE IX
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

ARTICLE X
ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE XI
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

ARTICLE XII
ADOPTION OF AMENDMENTS

The Amended and Restated Articles of Organization of the Company were adopted by the Members of the Company on November 21, 2013.

ARTICLE XIII
EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Organization is November 21, 2013 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 21st day of November, 2013.


Martha Antunez de Mayolo, Manager

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for SIMPLY BEANS LLC to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21st day of November, 2013.

MDO CORPORATE SERVICES LLC

By: 

Patrice M. Johnston
Compliance Manager

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