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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.
PHOENIX FOODS, LLC

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May 12, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORP USA

SUBJECT: PHOENIX FOODS, LLC
REF: W15000033376

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Terri J Schroeder
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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

PHOENIX FOODS, LLC

The undersigned organizer hereby forms this limited liability company pursuant to Chapter 605, Florida Statutes.

ARTICLE I - NAME:

The name of this Limited Liability Company is:

PHOENIX FOODS, LLC

ARTICLE II - BUSINESS:

The business of this limited liability company is all business allowed under applicable laws of the State of Florida and the United States of America.

ARTICLE III - ADDRESS:

The initial mailing address and street address of the principal office of this Limited Liability Company is:

3601 Poinsettia Avenue
West Palm Beach, Florida 33407

ARTICLE IV - MANAGEMENT:

The company shall be managed by not less than one manager, of legal age, who are elected by a majority of members; the initial manager is:

Keith F. Miller

The manager(s) shall elect officers of the company who shall manage and direct operations of the business, at the direction of the managers, which officers are: president, vice president, treasurer, secretary, and such other officers as are required from time to time.

ARTICLE V - RESTRICTION ON TRANSFER OF MEMBER INTEREST

The transfer of a member's interest is restricted by applicable law and the company operating agreement.

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ARTICLE VI - REGISTERED AGENT

The registered agent to receive service of process for the company and location is:

Keith F. Miller
3601 Poinsettia Avenue
West Palm Beach, Florida 33407

ARTICLE VII - PREEMPTIVE RIGHTS

Any owner, upon the sale of any new issued ownership interest of this company, shall have the right to purchase his pro-rata interest at the price and terms at which it is being offered to others.

ARTICLE VIII - INDEMNIFICATION

The company shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as managers, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been managers, members, or officers, except in relation to matters described in Florida Statute 605.0105(3)q. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any rules, agreements or otherwise.

ARTICLE IX - LIMITATION OF MANAGER'S OR OFFICERS' LIABILITY

A manager or officer of this company shall not be personally liable to the company or its equity owners for money damages for breach of fiduciary duty, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida limited liability companies' law. If the said law is amended after approval by the owners of this article to authorize company action further eliminating or limiting the personal liability of managers, then the liability of a manager or officer of the company shall be eliminated or limited to the fullest extent permitted by applicable Florida or general law, and as amended from time to time without further action by the owner/members.

Any repeal or modification of this Article shall not increase the personal liability of any manager or officer of this company for any act or occurrence taking place prior to such repeal or

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modification. The provision of this Article shall not be deemed to limit or preclude indemnification of a manager by the company for any liability of a manager or officer which has not been eliminated by the provisions of this article.

IN WITNESS WHEREOF, the undersigned member has executed these articles of organization on May 11, 2015 and in accordance with Chapter 605, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

The Howard Raymond Family Trust dated July 15, 2013

By:



Keith F. Miller, Agent

ORGANIZER

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

PURSUANT TO THE PROVISIONS OF SECTIONS 605.0113 AND 605.0201,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Phoenix Foods, LLC
2. The name and the Florida address of the registered agent is: Keith F. Miller, 3601
Poinsettia Avenue, West Palm Beach, Florida 33407

*Having been named as registered agent and to accept service of process for the above
stated professional 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.*



Keith F. Miller

Dated: May 11, 2015

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