



Prentice Hall Legal & Financial Services

ATTN: hsc (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Key West Gourmet, L.C.

8000001385198
01/20/95--01050--014
****192.50

FILED
JAN 13 PM 12 37
RECEIVED
TALLAHASSEE, FL
JAN 12 AM 10:37

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☒ Limited Partnership
☒ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☐ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

☒ Walk In

☐ Call if Problem

☐ Will Wait

☒ Pick up

DATE/TIME

FOR PRENTICE HALL'S USE ONLY

H. SIMS JAN 12 1995

BRANCH ORDERING: Mig BY: hsc
BRANCH RECEIVING: Rally BY: hsc
REF/JOB #

CLIENT MATTER #

SAME DAY ☐ 24 HR ☐ ROUTINE ☐

VERBAL REQUESTED: YES OR NO

DATE SENT: 1/12/95 MAIL FAX ☐ FED EXP. ☐

FILED: ☐

SENT TO: BRANCH ☐ CLIENT ☒

SPECIAL INSTRUCTIONS: 395A 164

CHECK #

ST./CTY/ FEES

CORR. FEE/

SPEC. HANDL

MESSANGER

COPIES

FAX FEE

OTHER

TOTAL

RECEIVED JAN 13 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 12, 1995

PRENTICE HALL

TALLAHASSEE, FL

SUBJECT: KEY WEST GOURMET SPECIALTIES, L.C.
Ref. Number: W95000000889

We have received your document for KEY WEST GOURMET SPECIALTIES, L.C. and your check(s) totaling \$192.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a fee of \$145.00 due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 195A00001497

FILED
1995 JAN 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
KEY WEST GOURMET SPECIALTIES, L.C.

FILED
1995 JAN 13 PM 12:38
SECRETARY
TALLAHASSEE

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is KEY WEST GOURMET SPECIALTIES, L.C. (the "Company").

2. Duration and Commencement of Existence. The Company shall exist from the date of filing these Articles with the Florida Department of State until dissolved by the Members or until 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.

3. Purpose. This limited liability company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies under applicable law.

4. Mailing Address and Street Address. The mailing address and the street address of the principal office of the Company is:

c/o WLMC Registered Agents, Inc.
701 Brickell Avenue
Suite 2000
Miami, Florida 33131

5. Registered Agent and Office. The name of the initial registered agent of the Company is WLMC REGISTERED AGENTS, INC.. The street address of the initial registered agent of the Company is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131.

6. Capital. The capital of this limited liability company is \$100, which shall be paid entirely in cash. Additional capital contributions are not required, but may be made by the Members in accordance with the terms of that certain Operating Agreement of KEY WEST GOURMET SPECIALTIES, L.C.

7. Additional Members. Additional Members may be admitted to the Company, but only if all of the current Members agree to the admission of the additional Members and to the terms of admission.

8. Termination of Membership. If a Member of the Company dies, retires, resigns, is expelled or dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

9. Management of the Company. The Company shall be managed by the Members, and the names and addresses of the managing Members are:

<u>Name of Member</u>	<u>Address</u>
George Gelakis	P.O. Box 5305 Key West, Florida 33045
Don Gertzman	7720 West Upper Ridge Drive Parkland, Florida 33067

10. Restrictions on Transfer. No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in this Limited Liability Company without the prior express written consent of all of the other Members, except as may otherwise be agreed in the Limited Liability Operating Agreement, as may be amended from time to time.

11. Regulations. The Members shall have the power to adopt, alter, amend, or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.

The undersigned Members have, executed these Articles of Organization effective as of the 10th day of January, 1995.

By: 9/1/71
George Gelakis

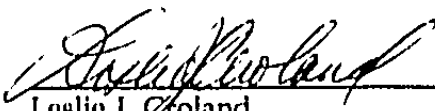
By: Don Gertzman
Don Gertzman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KEY WEST COUTERMET SPECIALTIES, L.C. at the place designated in its Articles of Organization, 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.

Dated this 10th day of January, 1995.

WLMC REGISTERED AGENTS, INC.

By: 
Leslie J. Groland
Authorized Representative

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members of KEY WEST GOURMET SPECIALTIES, L.C. (the "Company"), depose and say:

1. The Company has at least two Members.
2. The total amount of cash contributed by the Members is \$100.00.
3. No property other than cash is being contributed by Members.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes the amounts from paragraph 2 and 3 above.

Date: 1/10/95

By: _____

George Gelakis

Date: 1/11/95

By: _____

Don Gertzman

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12 day of JAN, 1995 by George Gelakis. He is personally known to me or has produced _____ as identification and did take an oath.

Gail H. Doyle
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
GAIL H. DOYLE
NOTARY PUBLIC, STATE OF FLORIDA

Type or Print Name _____

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 11 day of January 1995 by Don Gertzman. He is personally known to me or has produced Driver's License as identification and did take an oath.

#0632195373100

Joyce A. Lamoly
NOTARY PUBLIC

JOYCE A. LAMOLY
Type or Print Name



FILED
1995 JAN 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Prentice Hall Legal & Financial Services

ATTN: Kia (804) 222-7495

120 HAYS STREET SUITE 5
TALLAHASSEE, FL 32301

L95000000032

CORPORATION(S) NAME

CHARTER NUMBER

Attention: Freida Crosser

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☒ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☐ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

☒ Walk In () Call If Problem () Will Wait

☒ Pick up

DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: BY:

BRANCH RECEIVING: BY:

REF/JOB #

CLIENT MATTER #

SAME DAY 24 HR ROUTINE

VERBAL REQUESTED: YES OR NO

DATE SENT: MAIL FAX FED EXP.

FILED:

SENT TO: BRANCH CLIENT

SPECIAL INSTRUCTIONS:

CHECK #

ST./CTY/ FEES

CORR. FEE/
SPEC. HANDL.

MESSENGER

COPIES

FAX FEE

OTHER

TOTAL

ARTICLES OF ORGANIZATION
OF
KEY WEST GOURMET SPECIALTIES, L.C.

FILED
JAN 13 PM 12
38
SECRET
TALLAHASSEE

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is KEY WEST GOURMET SPECIALTIES, L.C. (the "Company").

2. Duration and Commencement of Existence. The Company shall exist from the date of filing these Articles with the Florida Department of State until dissolved by the Members or until 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.

3. Purpose. This limited liability company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies under applicable law.

4. Mailing Address and Street Address. The mailing address and the street address of the principal office of the Company is:

c/o WLMC Registered Agents, Inc.
701 Brickell Avenue
Suite 2000
Miami, Florida 33131

5. Registered Agent and Office. The name of the initial registered agent of the Company is WLMC REGISTERED AGENTS, INC.. The street address of the initial registered agent of the Company is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131.

6. Capital. The capital of this limited liability company is \$100, which shall be paid entirely in cash. Additional capital contributions are not required, but may be made by the Members in accordance with the terms of that certain Operating Agreement of KEY WEST GOURMET SPECIALTIES, L.C.

7. Additional Members. Additional Members may be admitted to the Company, but only if all of the current Members agree to the admission of the additional Members and to the terms of admission.

8. Termination of Membership. If a Member of the Company dies, retires, resigns, is expelled or dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

9. Management of the Company. The Company shall be managed by the Members, and the names and addresses of the managing Members are:

<u>Name of Member</u>	<u>Address</u>
George Gelakis	P.O. Box 5305 Key West, Florida 33045
Don Gertzman	7720 West Upper Ridge Drive Parkland, Florida 33067

10. Restrictions on Transfer. No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in this Limited Liability Company without the prior express written consent of all of the other Members, except as may otherwise be agreed in the Limited Liability Operating Agreement, as may be amended from time to time.

11. Regulations. The Members shall have the power to adopt, alter, amend, or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.

The undersigned Members have, executed these Articles of Organization effective as of the 10th day of January, 1995.

By: George Gelakis
George Gelakis

By: Don Gertzman
Don Gertzman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KEY WEST GOURMET SPECIALTIES, L.C. at the place designated in its Articles of Organization, 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.

Dated this 01 day of January, 1995.

WLMC REGISTERED AGENTS, INC.

By:

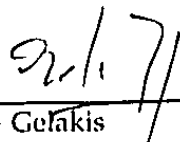

Leslie J. Croland
Authorized Representative

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

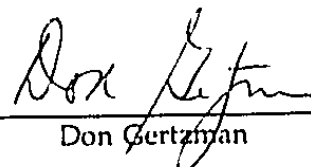
The undersigned Members of KEY WEST GOURMET SPECIALTIES, L.C. (the "Company"), depose and say:

1. The Company has at least two Members.
2. The total amount of cash contributed by the Members is \$100.00.
3. No property other than cash is being contributed by Members.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes the amounts from paragraph 2 and 3 above.

Date: 1/10/95

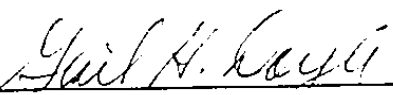
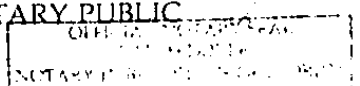
By: 
George Gelakis

Date: 1/11/95

By: 
Don Gertzman

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10 day of JAN 1995 by George Gelakis. He is personally known to me or has produced _____ as identification and did take an oath.


NOTARY PUBLIC

Type or Print Name: _____

STATE OF FLORIDA

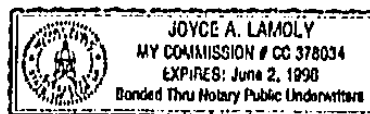
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 11 day of January 1995 by Don Gertzman. He is personally known to me or has produced Driver's as LICENSE identification and did take an oath.

AC 632 195373100

Joyce A. Lamoly
NOTARY PUBLIC

JOYCE A. LAMOLY
Type or Print Name




FILED

1995 JAN 13 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra H. Matham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	

FILED
96 AUG 23 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000032
 KEY WEST GOURMET SPECIALTIES, L.C.
 701-BRICKELL-AVE-SUITE-2000-
 WLMG-REGISTERED-AGENTS-INC
 MIAMI-FL-33131

1a. Principal Place of Business Address
 701-BRICKELL-AVE-SUITE-2000-
 WLMG-REGISTERED-AGENTS-INC
 MIAMI-FL-33131

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business 1593 CORAL RIDGE DR. Suite Apt #, etc.	2a. Mailing Address 1593 CORAL RIDGE DR. Suite Apt #, etc.
City & State CORAL SPRINGS, FL	City & State CORAL SPRINGS, FL
Zip 33071-5428 U.S.A.	Zip 33071-5428 U.S.A.

3. Date Organized or Qualified 01/13/1995	3a. State of Formation FL
4. FEI Number 65-0592069	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report 1/13/95	6. Certificate of Status Desired <input type="checkbox"/> \$5 Additional Fee Required

7. Name and Address of Current Registered Agent
 WLMG-REGISTERED-AGENTS, INC.
 701-BRICKELL-AVE-SUITE-2000
 MIAMI-FL-33131

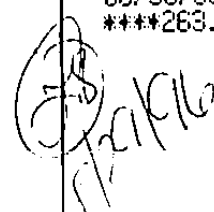
8. Name and Address of New Registered Agent
 Name: **GEORGE GELAKIS**
 Street Address (P.O. Box number is Not Acceptable):
 1593 CORAL RIDGE DR.
 Suite Apt #, etc.
 City: **CORAL SPRINGS, FL** Zip Code: **33071-5428**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE: 02/71 DATE: April 22/96

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	GELAKIS, GEORGE	P.O. BOX 5305 1593 CORAL RIDGE DR.	KEY WEST FL CORAL SPRINGS, FL
MEM	GERTZMAN, DON	7720 W UPPER RIDGE DR	PARKLAND FL

000001937000
 -03/30/96--01070--004
 ****263.75 ****263.75



11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10 or on an attachment with an address

SIGNATURE: 02/71 04/22/96 95/796 8669