

LAW OFFICES
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOLLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD R. COHEN
ORIGEN GUCKENTLIH
PAUL R. GOLD (RETIRED)
MICHAEL I. KOLLER **
ALAN H. SCHWARTZ
RONALD M. ZAKARIN *

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

NEW YORK OFFICE
3320 NORTHERN BOULEVARD
MANHATTEN, NEW YORK 10018

BOCA RATON (407) 363 9800
WEST PALM BEACH (407) 844 4000
FT. LAUDERDALE (305) 922 0930
FAK (407) 363 9770

December 14, 1994

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
DECEMBER 14 1994

RE: Oasis Foods, L.C.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Organization for Oasis Foods, L.C. Also enclosed is our firm's check in the sum of \$337.50, in payment of the following costs:

Filing Fee:	\$250.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00
	<u>\$337.50</u>
	=====

Kindly file the Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN & ZAKARIN

By: Denise C. Conolly
Denise C. Conolly,
Legal Assistant

/dcc
Enclosures

W94-27320



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 27, 1994

SCHWARTZ, GOLD, ET AL.
DENISE CONOLLY
54 S.W. BOCA RATON BLVD.
BOCA RATON, FL 33432-4708

SUBJECT: OASIS FOODS, L.C.
Ref. Number: W94000027320

We have received your document for OASIS FOODS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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.

Nancy Hendricks
Corporate Specialist

Letter Number: 094A00054431

FILED

05 JAN 17 PM 3:22

ARTICLES OF ORGANIZATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

OASIS FOODS, L.C.

ARTICLE I
NAME

The name of this limited liability company is OASIS FOODS, L.C.

ARTICLE II
PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a restaurant.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
MEMBERS AND MANAGEMENT

This limited liability company shall have the following members:

Thomas Ruvolo	8902 S.E. Marina Bay Drive Hobe Sound, Florida 33455
Dorothy Krombs	30 Jackson Street East Islip, New York 11730

The business of the limited liability company shall be managed by the members.

ARTICLE IV
CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

Thomas Ruvolo	\$500.00
Dorothy Krombs	\$500.00

In addition to the foregoing sums, Dorothy Krombe shall contribute services to the Company more particularly described in an agreement between the members.

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

ARTICLE VI
VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company. Each member's vote shall be of equal weight regardless of the relative capital accounts.

ARTICLE VII
TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue for a period of thirty (30) years.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this limited liability company is 8902 S.E. Marina Bay Drive, Hobe Sound, Florida 33445, the initial registered agent of this limited liability company is THOMAS RUVOLO with his address at 8902 S.E. Marina Bay Drive, Hobe Sound, Florida 33445. The members may, from time to time, change the street and post office address of the limited liability company as well as the location of its principal office.

ARTICLE IX
AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this 5th day of ~~November~~ December, 1994.

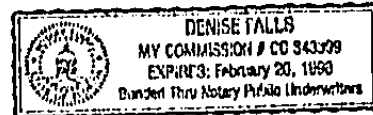
[Signature]
THOMAS RUVOLO, Member

[Signature]
DOROTHY KROMBS, Member

STATE OF FLORIDA)
COUNTY OF ~~PALM BEACH~~)
MARTIN

The foregoing instrument was acknowledged before me this 5th day of ~~November~~ December, 1994, by Thomas Ruvolo, who is personally known to me (or who has produced VALID DRIVER LICENSE as identification) and who did take an oath.

(SEAL)



[Signature]
Print Name: DENISE FALLS
Notary Public, State of Florida
Serial Number: 343399

STATE OF NEW YORK)
COUNTY OF SUFFOLK)

The foregoing instrument was acknowledged before me this 30th day of November, 1994, by Dorothy Krombs, who is personally known to me (or who has produced Drivers license as identification) and who did take an oath.

(SEAL)

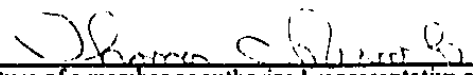
[Signature]
Print Name: WILLIAM J LECK
Notary Public, State of New York
Serial Number: 01LE5023969

WILLIAM J. LECK
NOTARY PUBLIC, State of New York
No. 01LE5023969
Qualified in Suffolk County
Term Expires 2/21/98

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
OASIS FOODS, L.C. _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____ . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 606.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILING FEE: \$ 250 for Articles of Organization and Affidavit

FILED

65 JAN 17 PM 3:22

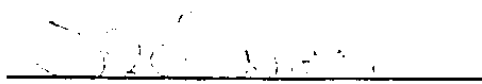
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Oasis Foods, L.C., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization in the City of Hobe Sound, State of Florida has named Thomas Ruvolo, located at 8902 S.E. Marina Bay Drive, Hobe Sound, Florida 33455, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.




THOMAS RUVOLO

(Registered Agent)

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

APR 10 1996

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morton Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Home and Mailing Address of Limited Liability Company OASIS FOODS, L.C. 8902 SE MARINA BAY DR HOBE SOUND FL 33445		DOCUMENT #L95000000041	
2. Principal Place of Business OASIS FOODS, L.C. 8902 SE MARINA BAY DR HOBE SOUND FL 33445		1a. Principal Place of Business Address 8902 SE MARINA BAY DR HOBE SOUND FL 33445	
2. Principal Place of Business Suite, Apt. #, etc. <i>SAME</i> City & State Zip Country		3. Date Organized or Qualified 01/17/1995	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3a. State of Formation FL	
7. Name and Address of Current Registered Agent RUVOLO, THOMAS 8902 SE MARINA BAY DR HOBE SOUND FL 33445		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
9. Pursuant to the provisions of Sections 608.410 and 608.500, 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 _____		DATE _____	
10. Title Managing Members/Managers Business Street Address City, State and Zip Code			
MEM	RUVOLO, THOMAS	8902 SE MARINA BAY DR	HOBE SOUND FL
MEM	KROMBS, DOROTHY	30 JACKSON ST	EAST ISLIP NY
10000181501 1 -05/09/96--01065--035 ****238.75 ****238.75			
TCB			

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: *Thomas C. Ruvolo* MANAGING Member 4/29/96 402-546-1523

L9500000041

Requestor's Name
LAW OFFICES
SCHWARTZ, GOLD, COHRN, ZAKARIN & KOTLIAR, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

SECRETARY OF STATE
DIVISION OF CORPORATIONS
104703707-01000-0004
*****52.50 *****52.50

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 5:05

TLL APR 4 1997-3

Examiner's Initials

ARTICLES OF DISSOLUTION
FOR
OASIS FOODS, L.C., A FLORIDA LIMITED LIABILITY COMPANY

1. The name of the limited liability company is OASIS FOOD, L.C.
2. The effective date of the limited liability company's dissolution is March 31, 1997.
3. The names and addresses of the members of the L.C. are as follows:

Thomas Ruvollo (Managing Member)	8902 S.E. Marina Bay Drive Hobe Sound, Florida 33455
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Dorothy Krombs	1750 S.E. Rycroft Court Port St. Lucie, Florida 34952
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4. At a meeting duly noticed and conducted on the 25th day of March, 1997, the members of the limited liability company by unanimous vote adopted the following resolutions which are hereby certified as true and correct:

- a. That it is advisable and for the best interest of the limited liability company and its members that the company be liquidated and dissolved as soon as possible.
- b. That the members of the limited liability company marshal all the assets, pay all proper debts and obligations, and distribute the remaining assets to the members in satisfaction and redemption of their interest in the limited liability company. The distribution shall take place on March 31, 1997.
- c. That the members of the limited liability company are authorized to execute all documents required to effect the liquidation and dissolution of the company.

5. All debts, obligations and liabilities of the limited liability company have been paid or discharged, or, adequate provision has been made therefor.

6. The remaining assets of the company will be distributed to its members in accordance with their respective rights and interest.

7. There are no suits pending against the company in any court.

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1997 APR -3 PM 5:05

IN WITNESS WHEREOF, the undersigned members of the limited liability company have affixed their hands and seals this 25th day of March, 1997.

OASIS FOODS, L.C.

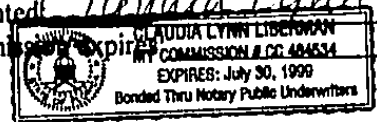
Thomas Ruvollo
THOMAS RUVOLLO, Managing Member

Dorothy Krombs
DOROTHY KROMBS, Member

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of March, 1997, by THOMAS RUVOLLO, Managing Member of OASIS FOODS, L.C., a Florida limited liability company. He is personally known to me or has produced _____ as identification.

Claudia Lynn Liberman
Notary Public
Name Printed: *Claudia Lynn Liberman*
My Commission Expires: _____



STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of March, 1997, by DOROTHY KROMBS, Member of OASIS FOODS, L.C., a Florida limited liability company. She is personally known to me or has produced _____ as identification.

Claudia Lynn Liberman
Notary Public
Name Printed: *Claudia Lynn Liberman*
My Commission expires: _____

