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Robert E. Miller, P.A.
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L960000/063

Secretary of State
Division of Corporations
409 E. Gaines
Tallahassee, Florida 32314

900001965479
-10/04/96--01079--019
*****285.00 *****285.00

RE: New Corporation

Dear Sir/Madam:

Enclosed please find the following for filing:

- 1) Trust Account check in the amount of \$285.00
- 2) Original and one (1) copy of Articles of Organization
Seminole Bakeries, L.C.
- 3) Self-addressed, stamped envelope for return of certified
Articles

Please file the enclosed and return a certified copy to this
office in the provided envelope.

If you have any questions concerning the enclosed, or require
any further information, please do not hesitate to contact this
office.

Very truly yours,

Laura D. Latimer
Laura D. Latimer
Legal Secretary/Office
Manager

ldl/enc.

[Handwritten signature]
10/9

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96 OCT -4 PM 5:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF SEMINOLE BAKERIES, L.C. A LIMITED LIABILITY CORPORATION**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is **SEMINOLE BAKERIES, L.C.** (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on October 31, 2001.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 990 Douglas Avenue, Suite 102, Altamonte Springs, Florida 32714. The name and address of the Company's initial registered agent in the State of Florida is as follows: Robert E. Miller, 990 Douglas Avenue, Suite 102, Altamonte Springs, Florida 32714.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of [(a majority in interest) (two-thirds) (all)] of the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event [(a majority in interest) (two-thirds) (all)] all of the remaining members agree in writing to continue the business of the Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE VI
MANAGEMENT**

The Company will be managed by two (2) managers in accordance with the Company's regulations. The names and business addresses of the initial managers who shall serve until the first annual meeting of members or until their successors are elected and qualified are:

NAME	ADDRESS
Donald D. Metchick	1180 Spring Center Boulevard Suite 304 Altamonte Springs, FL 32714
Christopher Swartz	240 Washington Street Watertown, NY 13601

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 30th DAY OF SEPTEMBER, 1996.



ROBERT E. MILLER, Authorized
Agent for SEMINOLE BAKERIES, L.C.

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared ROBERT E. MILLER, who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Seminole Bakeries, L.C., a Limited Liability Company.

In Witness Whereof, I have hereunto set my hand and seal on this 30th day of September, 1996.



LAURA D. LATIMER
My Commission CCB15338
Expires Jan. 16, 2000



Notary Public - Signature
Laura D. Latimer
Printed Name of Notary Public
My Commission Expires: 1/16/2000

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SEMINOLE BAKERIES, L.C.
2. The name and address of the registered agent and office is:

Robert E. Miller
990 Douglas Avenue
Suite 102
Altamonte Springs, Florida 32714

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



ROBERT E. MILLER

9/30/96

Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SEMINOLE BAKERIES, 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 is \$500.00.
- 3) If any, the agreed value of property other than cash contributed by member is \$0.00. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to the contributed by member is \$250,000.00. This total includes amounts from 2 and 3 above.

Robert E. Miller

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes,
the execution of this affidavit constitutes an affirmation
under the penalties of perjury that the facts stated
herein are true.)

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared ROBERT E. MILLER, who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Seminole Bakeries, L.C., a Limited Liability Company.

In Witness Whereof, I have hereunto set my hand and seal on this 30th day of September, 1996.



LAURA D. LATIMER
My Commission CC515334
Expires Jan 18, 2000

Laura D. Latimer
Notary Public - Signature
Laura D. Latimer
Printed Name of Notary Public
My Commission Expires: 1/16/2000