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JOHN B. LEWIS  
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DEAN J. ROSENBAACH \*  
JOHN R. SHEPPARD, JR.  
DEAN M. SILBER \*  
MICHAEL A. THOMAS  
KENNETH A. TREADWELL  
DEAN VEGOSEN  
GARY WALK \*\*  
BRENT G. WOLMER

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WEST PALM BEACH, FL 33402-4388

OF COUNSEL  
EDWARD BOBICK

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\* Board Certified Trial Lawyer  
\*\* Board Certified Real Estate Lawyer

January 23, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: Alliance Food Group, Inc.

300002069963--0  
-01/28/97--01063--006  
\*\*\*337.50 \*\*\*337.50

Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Organization for the captioned limited liability corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. check number 013301 for \$337.50 to cover the filing fee.

Please process and return the certified copy of Articles of Organization at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

  
Gary Walk

GW/dag  
Enclosures

cc: Mr. Russell Yanoff

FILED  
97 JAN 27 PM 4:06  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

JAN 31 1997 BSB

ARTICLES OF ORGANIZATION  
OF  
ALLIANCE FOOD GROUP, L.C.

FILED

97 JAN 27 PM 4:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be ALLIANCE FOOD GROUP, L.C.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address of the initial business office of the Company is 8404 Sample Road, Unit 237, Coral Springs, Florida 33065, and the name and address of the initial registered agent of the Company is Gary Walk, Lewis, Vegosen, Rosenbach & Silber, P.A., 500 S. Australian Avenue, 10th Floor, West Palm Beach, Florida

33401. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

#### ARTICLE 5.

##### Investment in Company

The total amount of cash to be contributed to the Company upon its formation is Nine Hundred Seventy Dollars (\$970.00), which is to be contributed as follows: \$850.00 contributed by Robert Bowman and \$120.00 contributed by Russell Yanoff. No property other than cash shall be contributed initially.

#### ARTICLE 6.

##### Additional Contributions

Additional contributions of up to \$1,000,000 in additional capital shall be made as determined by the members, with all of such contributions to be made in equal shares by the members. Thereafter, additional contributions, if any, will be made as and when agreed to by a vote of at least seventy-five percent (75%) "in interest of the members" of the Company (as that phrase is defined in this Company's Regulations).

#### ARTICLE 7.

##### Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 9.

Management

Management of the Company is vested in one or more managers. The initial managers of the Company are Robert D. Bowman, having an address at 8404 Sample Road, Unit 237, Coral Springs, Florida 33065 and Russell Yanoff, having an address at 13980 Folkstone Circle, Wellington, Florida 33414.

ARTICLE 10.

Indemnification of Members and Managers

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead, upon agreement of such members.

ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, we have hereunto set our hands and seals this 23rd day of December, 1996.

Robert D. Bowman

  
Russell Yanoff

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

~~Before me personally came and appeared~~  
~~who has not taken an oath and who is personally known to me or who~~  
~~has produced as identification~~  
~~and acknowledged to and before me that he executed said instrument~~  
~~for the purposes therein expressed.~~

## ARTICLE 11.

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Robert D. Bowman

\_\_\_\_\_  
Russell Yanoff

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

Before me personally came and appeared \_\_\_\_\_,  
who has not taken an oath and who is personally known to me or who  
has produced as identification \_\_\_\_\_,  
and acknowledged to and before me that he executed said instrument  
for the purposes therein expressed.

~~WITNESS my hand and official seal in the County and State last~~  
aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

\_\_\_\_\_  
Notary Public  
State of \_\_\_\_\_  
Commission No. \_\_\_\_\_

My commission expires:

PROVINCE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

Before me personally came and appeared Paul Goff,  
who has not taken an oath and who is personally known to me or who  
has produced as identification \_\_\_\_\_,  
and acknowledged to and before me that he executed said instrument  
for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last  
aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

\_\_\_\_\_  
Notary Public  
State of \_\_\_\_\_  
Commission No. \_\_\_\_\_

~~My commission expires:~~ \_\_\_\_\_

AFFIDAVIT

STATE OF FLORIDA       )  
                              )  SS.  
COUNTY OF PALM BEACH )

Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared Russell Yanoff, who being by me first duly sworn, deposed and stated:

1. I am a member of ALLIANCE FOOD GROUP, L.C., a Florida limited liability company in formation ("the Limited Liability Company").

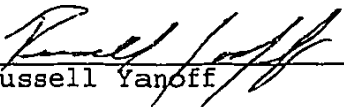
2. The Limited Liability Company has at least two members.

3. The total amount of cash contributed by the members as of the date hereof is Nine Hundred Seventy Dollars (\$970.00).

4. The agreed value of property other than cash contributed by the members is \$0.00, and no property other than cash is anticipated to be contributed by the members.

5. Russell Yanoff has contributed services having a value of at least \$730.00.

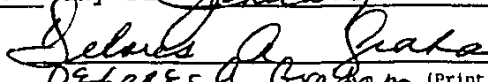
6. The total amount of cash anticipated to be contributed to the Limited Liability Company by the members is unknown at this time.

  
\_\_\_\_\_  
Russell Yanoff

Sworn to and subscribed before me by Russell Yanoff, who is personally known to me this 13<sup>th</sup> day of January, 1997.



My commission expires:

  
\_\_\_\_\_  
Delores A. Graham (Printed Name)  
Notary Public  
State of Florida at large  
Commission No. CC 250370



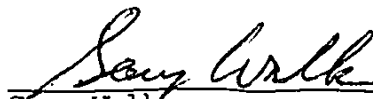
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 608, Florida Statutes, the following  
is submitted, in compliance with said Act:

That ALLIANCE FOOD GROUP, L.C., desiring to organize as a  
limited liability company under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Organization, has named Gary Walk, Lewis, Vegosen, Rosenbach &  
Silber, P.A., 500 S. Australian Avenue, 10th Floor, West Palm  
Beach, Florida 33401 as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated limited liability company, at the 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.

  
\_\_\_\_\_  
Gary Walk

FILED  
97 JAN 27 PM 4:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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