



L97000000192

ACCOUNT NO. : 072100000032

REFERENCE : 261136 83227A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 14, 1997

ORDER TIME : 11:54 AM

ORDER NO. : 261136-005

CUSTOMER NO: 83227A

CUSTOMER: Paul N. Contessa, Esq  
PAUL N. CONTESSA, P.A.

Suite 207  
15321 South Dixie Highway  
Miami, FL 33157

300002094769--4  
-02/21/97--01111--003  
\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: BMB FOODS L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED  
97 FEB 14 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 14 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

YR  
2.17.97

ARTICLES OF ORGANIZATION  
OF

BMB FOODS L.C.

FILED  
97 FEB 14 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this company is: BMB FOODS L.C.

ARTICLE II

ADDRESS: The mailing address for this Company is P.O. Box 526303, Miami, Florida 33152-6303 and the street address of the Company's Principal office is: 11725 NW 100th Road, Suite 4, Medley, Fl. 33178.

ARTICLE III

DURATION: This company shall have perpetual existence.

ARTICLE IV

REGISTERED OFFICE AND AGENT: The street address of the initial registered agent of this company is: 15321 South Dixie Highway Suite 207, Miami, Fl. 33157, and the initial registered agent of this corporation at that address is: PAUL CONTESSA, ESQ.

ARTICLE V

MANAGEMENT: The company is to be managed by the members. Each initial manager will serve until the first annual meeting of the members. The initial managing members are identified as follows: ALBERTO ABRANTE, SR., whose address is 11725 NW 100th Road, Suite 4, Medley Florida 33178; JOSE ABRANTE, SR. 11725 NW 100th Road, Suite 4, Medley Florida 33178; JOSE ABRANTE, JR. 11725 NW 100th Road, Suite 4, Medley Florida 33178 and LORENZO SERVITJE-MONTULL, JR. 600 N. Shepherd Drive, Suite 511, Houston, TX 77007.

ARTICLE VI

ADMISSION OF NEW MEMBERS: New members may be admitted only on the written consent of a majority of the existing members and

the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

#### ARTICLE VII

CONTINUATION OF THE BUSINESS: A majority of the remaining members of the Company have the right to continue the business on 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 in the Company. Following an event which terminates a member's continued membership in the business, the business may be continued providing a majority of the remaining members provide written consent to the continuation of the business.

#### ARTICLE VIII

REGULATIONS: The power to adopt, alter, amend or repeal the regulations of the Company is vested in the members of the Company. For the purposes indicated above, consent of a majority of the membership shall be required for the modification of the Company regulations.

#### ARTICLE IX

MEETINGS BY CONFERENCE TELEPHONE: Members of the Company may participate in regular or special meetings by means of conference telephone as provided by law.

#### ARTICLE X

INDEMNIFICATION: The Company shall indemnify any officer or any former officer to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed the Articles of Organization on this 7 day of FEBRUARY, 1997.

  
JOSE ABRANTE, JR.

AFFIDAVIT OF MEMBERSHIP

STATE OF FLORIDA :)  
COUNTY OF Dade : ) ss:  
:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, JOSE ABRANTE, JR., who is personally known to me or who has produced NIA as identification and to be the person described in and who executed the foregoing Articles of Organization, and who, being by me first duly sworn on oath, deposes and states and does acknowledge before me, that:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$10,000.

3. The agreed value of property other than cash contributed by the members is \$ 0 .


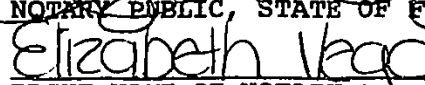
4. The total amount of cash or property anticipated to be contributed by members is \$10,000. This amount includes the amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

  
\_\_\_\_\_  
JOSE ABRANTE, JR.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 7th day of Feb., 1997.

MY COMMISSION EXPIRES:

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FL AT LARGE  
  
\_\_\_\_\_  
PRINT NAME OF NOTARY



ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process for the Company at the Initial Principal and Registered Office designated in these Articles of Organization, by signing these Article of Organization, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.



PAUL N. CONTESSA, ESQUIRE  
REGISTERED AGENT

FILED  
97 FEB 14 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA