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FLORIDA DIVISION OF CORPORATIONS
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NAME: FLAVORS OF TUSCANY, L.C.

AUDIT NUMBER.....H97000010707

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

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ARTICLES OF ORGANIZATION

OF

FLAVORS OF TUSCANY, L.C.

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ARTICLE I - NAME

The name of the Limited Liability Company is FLAVORS OF TUSCANY, L.C.

ARTICLE II - DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years subject to the rights of the beneficial owners to extend this term from time to time by unanimous vote.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 6330 N. W. 38th Drive, Harbour Island, Coral Springs, Florida 33067.

ARTICLE IV - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in the State of Florida.

ARTICLE V - MEMBER CERTIFICATES

This Limited Liability Company is authorized to issue Certificates of Beneficial Interest with no-par value.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is FRANCESCO CROSIO, and the street address of the initial registered office of this Limited Liability Company in the State of Florida is 6330 N. W. 38th Drive, Harbour Island, Coral Springs, Florida 33067.

William F. Beggs, Esquire
Beggs and Vecchio, Attorneys
PH-A, 2929 East Commercial Boulevard
Fort Lauderdale, Florida 33308
954-772-5132
Bar No. 154637

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ARTICLE VII - INITIAL CAPITAL CONTRIBUTION

The total initial capitalization of Flavors of Tuscany, L.C. is Five Hundred and No/100 Dollars (\$500.00). Each initial member subscribes for one (1) Certificate at the agreed capital contribution amount. Each initial member's capital contribution is to be paid to the company in the sum of Five Hundred and No/100 Dollars (\$500.00).

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be that additional members may be admitted by a majority consent.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company 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 of the limited liability company shall be that the continuation shall be subject to unanimous consent of the members.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Francesco Crosio	6330 N. W. 38th Drive Harbour Island Coral Springs, Florida 33067
Anna Maria Crosio	6330 N. W. 38th Drive Harbour Island Coral Springs, Florida 33067

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ARTICLE I - AMENDMENT

The members reserve the right to amend or repeal any provisions contained in these Articles of Organization or any amendment thereto. Any right conferred upon a member is subject to this reservation. The amendment shall be signed and sworn to by all members and an amendment adding a new member shall be signed also by the member to be added.

ARTICLE XI - REGULATIONS OF THE COMPANY

The power to adopt, alter, amend, or repeal the regulations of Flavors of Tuscany, L.C. shall be vested in the members of the company.

ARTICLE XII - RESTRICTION ON TRANSFER

No member may transfer or assign his interest in this Limited Liability Company except upon unanimous consent of existing members.

ARTICLE XIII - CAPITAL CONTRIBUTION REDUCTIONS OR WITHDRAWALS

Property or cash of this company may be utilized to pay a member who has demanded his contribution in the manner prescribed by and provided in the regulations of the company.

ARTICLE XIV - INITIAL MEMBERS

The initial members and organizing members of Flavors of Tuscany, L.C. are as follows:

Francesco Crosio

6330 N. W. 38th Drive
Harbour Island
Coral Springs, Florida 33067

Anna Maria Crosio

6330 N. W. 38th Drive
Harbour Island
Coral Springs, Florida 33067

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IN WITNESS WHEREOF, the undersigned subscribing members have executed these Articles of Organization this the 24 day of JUNE, 1997.

Francesco Crosio
FRANCESCO CROSIO - MEMBER
Anna Maria Crosio
ANNA MARIA CROSIO - MEMBER

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 24 day of JUNE, 1997, by FRANCESCO CROSIO and ANNA MARIA CROSIO, who are personally known to me or who have produced as identification and who did take an oath.

W. F. B.
Notary Public

My Commission Expires:



William F. B.
MY COMMISSION # 0052245 EXPIRES
November 2, 2000
DOMESTIC TRUSTEES FIDELITY INSURANCE, INC.

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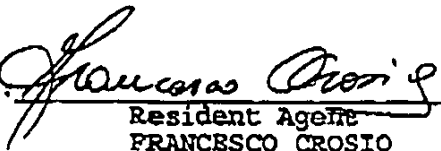
CERTIFICATE OF DESIGNATION OF
FLAVORS OF TUSCANY, L.C.'S
INITIAL REGISTERED OFFICE
AND NAME OF ITS INITIAL REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FLAVORS OF TUSCANY, L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization for Florida Limited Liability Company at 6330 N. W. 38th Drive, Harbour Island, Coral Springs, Broward County, Florida 33067, has named FRANCESCO CROSIO, located at 6330 N. W. 38th Drive, Harbour Island, Coral Springs, Broward County, Florida 33067, as 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 provisions of said Act relative to keeping open said office.

BY: 
Resident Agent
FRANCESCO CROSIO

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AFFIDAVIT PURSUANT TO SECTION 608.407(2), FLORIDA STATUTES

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

THE UNDERSIGNED Affiant, FRANCESCO CROSIO, having been placed under oath, does swear and affirm the following to be true this the 27 day of JUNE, 1997, to-wit:

1. That the Limited Liability Company known as Flavors of Tuscany, L.C. has two members.
2. That the actual amount of cash contributed by the member as of formation is \$500.00.
3. That the agreed value of property, other than cash actually contributed by the member as of formation, is none.
4. That the total amount of cash or property anticipated to be contributed by the member is \$500.00.

FURTHER AFFIANT SAYETH NOT.


FRANCESCO CROSIO

THE FOREGOING INSTRUMENT was acknowledged before me this 24 day of JUNE, 1997, by FRANCESCO CROSIO, who is personally known to me and who has produced _____ as identification and who did take an oath.


Notary Public

My Commission Expires:



William F. Beggs
MY COMMISSION # C0572545 EXPIRES
November 2, 2000
BONDED THIRD TRUST FIDELITY INSURANCE, INC.

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