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LAW OFFICE OF

TRACEY SKINNER BROWN

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4675 PONCE DE LEON BOULEVARD
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August 26, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/27/97--01090--003
***285.00 ***285.00

Re: Epic Food, L.C.

Dear Sir or Madam:

Enclosed find Articles of Organization of Epic Food, L.C. together with a separate Affidavit of Membership and Certificate of Designation of Registered Office and Agent. It would be appreciated if you would cause the Articles to be filed and furnish a stamped copy to me indicating filing in the enclosed envelope. I have enclosed my check in the amount of \$285.00 representing the filing fee.

Very truly yours,

Tracey Skinner Brown
Tracey Skinner Brown

TSB/mdz
Enclosure

97 SEP 29 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9-29-97

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W97-20105

8-29-97
WS

EPIC FOOD CORPORATION
4620 S.W. 11th Street
Miami, FL 33134

September 11, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

Re: Epic Food, L.C.

Dear Wanda Sampson:

Enclosed please find copy of Articles of Dissolution which are being filed under separate cover today. Please let this letter serve to advise that I am the President of Epic Food Corporation and also of Epic Food, L.C. That I am aware of the formation of Epic Food, L.C. and hereby authorize the formation of the new limited liability company. I am also advising you that Epic Food Corporation is being dissolved alleviating the need for making any name change to distinguish the two companies. Accordingly, I am re-submitting herein the Articles of Organization for Epic Food, L.C. Once filed, please return the certified copy of the Articles of Organization of to me at the above address.

Thank you in anticipation of your cooperation.

Very truly yours,

David R. Gordon

DKG/mdz
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1997

TRACEY SKINNER BROWN
4675 PONCE DE LEON BLVD., SUITE 305
CORAL GABLES, FL 33146

SUBJECT: EPIC FOOD, L.C.
Ref. Number: W97000020105

We have received your document for EPIC FOOD, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 197A00043628

ARTICLES OF ORGANIZATION OF EPIC FOOD, L.C.

ARTICLE I
NAME

The name of this limited liability company is "Epic Food, L.C."

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of this limited liability company is:

4620 S.W. 11th St.
Miami, Fl 33134

ARTICLE III
REGISTERED AGENT

The name and street address of the Registered Agent in Florida for this limited liability company is:

Tracey Skinner Brown, Esq.
4675 Ponce de Leon Blvd., Suite 305
Coral Gables, Florida 33146

ARTICLE IV
DURATION

The period of duration for this limited liability company shall be for a period of five (5) years.

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TALLAHASSEE, FLORIDA

ARTICLE VI
MANAGEMENT

This limited liability company is to be managed by the members and the names and addresses of the managing members are:

Jake Klein
1255 Pennsylvania Ave.
Suite 111
Miami Beach, FL 33139

David K. Gordon
4620 S.W. 11th St.
Miami, FL 33134

ARTICLE V
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of this limited liability company shall 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 this limited liability company, if the remaining members shall so elect.


DAVID K. GORDON, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Epic Food, L.C. deposes and says:

1. Epic Food, L.C. has at least two members.
2. The total amount of cash contributed by the members is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-.
4. The total amount of cash and/or property anticipated to be contributed by members is \$50,000.00

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.



DAVID K. GORDON, Member

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TALLAHASSEE, FLORIDA

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 "Epic Food, L.C."
2. The name and address of the registered agent and office is:

LAW OFFICE OF TRACEY SKINNER BROWN
Riviera Professional Building
4675 Ponce de Leon Blvd., Suite 305
Coral Gables, FL 33146
Tel. (305) 666-5222
Fax. (305) 667-0206

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.


TRACEY SKINNER BROWN, ESQ.

8/25/97
(Date)

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TALLAHASSEE, FLORIDA