

L97000001395



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 629368 81146A

AUTHORIZATION :

COST LIMIT : \$ 337.50

FILED  
97 DEC 15 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 10, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 629368-005

CUSTOMER NO: 81146A

CUSTOMER: Charles S. White, Esq.  
CHARLES S. WHITE, P.A.

P.o. Box 1119  
104-b North Evers Street  
Plant City, FL 33564

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-12/10/97-01048-010  
\*\*\*\*337.50 \*\*\*\*337.50

DOMESTIC FILING

NAME: COOKIE DOUGH, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

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FEE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 12, 1997

JON A BOWLING  
CSC  
TALLAHASSEE, FL

SUBJECT: COOKIE DOUGH, L.C.  
Ref. Number: W97000027595

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TALLAHASSEE, FLORIDA

We have received your document for COOKIE DOUGH, L.C. and your check(s) totaling \$337.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return 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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 497A00058541



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 10, 1997

JON A BOWLING  
CSC  
TALLAHASSEE, FL

SUBJECT: COOKIE DOUGH, L.C.  
Ref. Number: W97000027595

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for COOKIE DOUGH, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The document must contain the entity's complete mailing address.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return 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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 597A00058227

ARTICLES OF ORGANIZATION

OF

COOKIE DOUGH, L.C.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be COOKIE DOUGH, L.C. ("Company"). The principal place of business and the street address and mailing address of the Company in Florida shall be 2703 Pine Club Drive, Plant City, Florida 33567.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 8, 2026, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to buy, sell, trade, lease, and to enter into any and all types of agreements related to or pertaining to real or personal property, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited

liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is SCOTT F. ELLIOTT, 2703 Pine Club Drive, Plant City, Florida 33567.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates

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the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT F. ELLIOTT	2703 Pine Club Drive Plant City, Florida 33567
JOHN C. ELLIOTT	2712 Barret Avenue Plant City, Florida 33567

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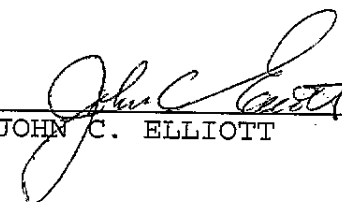
Initially, the members have appointed as "managing member" of the Company, who shall exercise all rights and powers of management of the Company, the following:

SCOTT F. ELLIOTT  
2703 Pine Club Drive  
Plant City, Florida 33567

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Plant City, Florida,

for the foregoing uses and purposes this 9 day of December, 1997.

  
SCOTT F. ELLIOTT

  
JOHN C. ELLIOTT

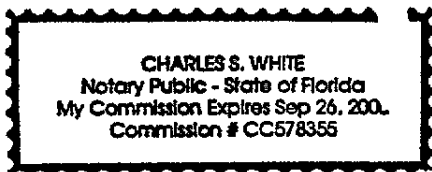
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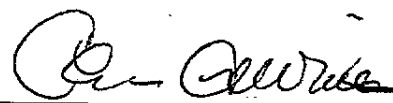
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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me personally appeared SCOTT F. ELLIOTT and JOHN C. ELLIOTT, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it, and they declared their identity and produced their Florida Driver's License as personal identification. 12-9-97

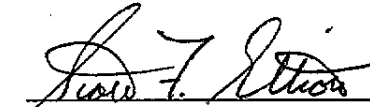


  
Name: CHARLES S. WHITE  
Notary Public, State of Florida  
My commission expires: 9/26/00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of COOKIE DOUGH, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as

registered agent of the Company.

  
\_\_\_\_\_  
SCOTT F. ELLIOTT  
Registered Agent

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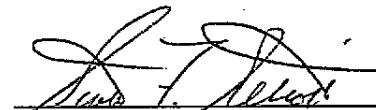
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TALLAHASSEE, FLORIDA



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of COOKIE DOUGH, L.C., deposes and says:

- 1) the above named limited liability company  
has at least two (2) members
- 2) the total amount of cash contributed by  
the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other  
than cash contributed by member(s) is NONE
- 4) the amount of cash or property anticipated to  
be contributed by member(s) is \$475,000.00
- 5) the total amounts of 2, 3, and 4 is \$476,000.00

  
SCOTT F. ELLIOTT, Managing 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.)

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EXHIBIT "A"

CAPITAL CONTRIBUTIONS

The total amount of cash contributions is \$ 1,000.00.

Total additional contributions will be made as may be required for investment purposes by unanimous written consent of all the members.

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