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PLEASE REPLY TO:
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SUZANNE BARKETT
Of Counsel

August 14, 1998

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

Re: Articles of Organization for Round Dough Enterprises L.L.C. and Affidavit of
Membership and Contributions for Round Dough Enterprises L.L.C.

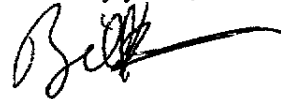
Gentlemen:

Enclosed is the original and a copy of the Articles of Organization and Affidavit of
Membership and Contributions for Round Dough Enterprises L.L.C., together with a check for
\$337.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles,
please see that the Articles are filed on or before August 20, 1998.

Once the Articles of Organization and Affidavit of Membership and Contributions for
Round Dough Enterprises L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: James D. Morgan
David S. Medich (via facsimile)
Steve Berkman (via facsimile)

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Name	2818
Availability	
Document Examiner	
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION FOR
ROUND DOUGH ENTERPRISES, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is ROUND DOUGH ENTERPRISES, L.L.C.

ARTICLE II - Address:

The mailing address of the Limited Liability Company is 11318 Carrollwood Drive, Tampa, Florida 33618. The street address of the principal office of the Limited Liability Company is 8631 Little Road, New Port Richey, Florida 34654.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the a manager and the name and address of the initial manager who shall serve until his successors are elected and have qualified is:

<u>Name</u>	<u>Address</u>
James D. Morgan	5472 Park Vale Boulevard Winter Park, Florida 32792

ARTICLE V - 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 with the affirmative vote of all Members.

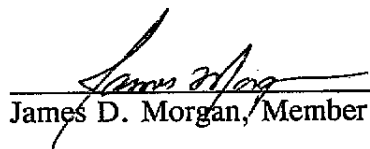
ARTICLE VI - Members Rights to Continue Business:

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 in the limited liability company shall be only with the affirmative vote of all or a majority of the remaining Members.

ARTICLE VII - Initial Registered Office and Registered Agent

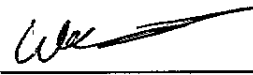
The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Winter Park, Florida, this 13 day of August, 1998.


James D. Morgan, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 

William P. Weatherford, Jr.

Date: Aug 13, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS FOR
ROUND DOUGH ENTERPRISES, L.L.C.**

STATE OF FLORIDA
COUNTY OF ORANGE

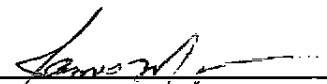
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared James D. Morgan, a member or authorized representative of a member of ROUND DOUGH ENTERPRISES, L.L.C., a Florida Limited Liability Company, who deposes and says, as follows:

1. The Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is the sum of \$130,000.00
3. The agreed value, if any, of property other than cash contributed by members is NONE.
4. The amount of cash or property anticipated to be contributed by members is the sum of \$130,000.00.

This total includes amounts from 2 and 3 above.

Dated August 13, 1998.



James D. Morgan

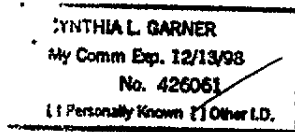
In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority this 13 day of August, 1998,
personally appeared James D. Morgan, ~~who is personally known to me or~~ who has produced
FL DRIVERS' LIC. as identification and who did take an oath.

Cynthia L. Garner
NOTARY PUBLIC

(SEAL)



CYNTHIA L. GARNER
(Type or Print Name of Notary)

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