

L98000002296

Global Foods, L.C.

5212 Cone Road, Tampa, Florida 33610

Mail Address: P.O. Box 310450, Atlanta, GA 30331

(404)629-0411 • Fax (404)344-9338

September 8, 1998

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600002635316--3

-09/09/98--01055--002
****285.00 ****285.00

Gentlemen:

Please find the enclosed articles of organization along with a money order in the amount of \$285.00 per your instructions for the formal filing of Global Foods, L.C.. As requested, the following information:

Registering Agent: Carolyn Wright
Address: 5212 Cone Road, Tampa, FL 33610
Mailing address: P.O. Box 310450, Atlanta, GA 30331
Telephone: 404/629-0411 Voicemail 404/629-1700

Please call if additional information is needed. Thank you for your cooperation and prompt attention.

Sincerely,

Carolyn Wright

Name	Carolyn Wright
Availability	Carolyn Wright
Document Agent, Global Foods, L.C.	Carolyn Wright
Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FILED
98 OCT 16 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98000002296

W980000020673

Global Foods, L.C.

5212 Cone Road, Tampa, Florida 33610

Mail Address: P.O. Box 310450, Atlanta, GA 30331

(404)629-0411 • Fax (404)344-9338

October 14, 1998

Ms. Diane Cushing
Corporate Specialist
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

REF # W98000020673
Subject: Global Foods, L.C.

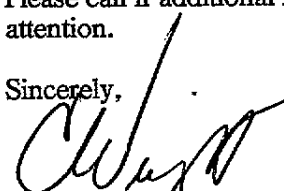
Dear Ms. Cushing:

With reference to your letter dated September 10th, please find the enclosed revised document per your instructions. As requested, the following information:

Registering Agent: Carolyn Wright
Address: 5212 Cone Road, Tampa, FL 33610
Mailing address: P.O. Box 310450, Atlanta, GA 30331
Telephone: 404/629-0411 Voicemail 404/629-1700

Please call if additional information is needed. Thank you for your cooperation and prompt attention.

Sincerely,



CAROLYN WRIGHT,
Agent, Global Foods, L.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1998

CAROLYN WRIGHT
GLOBAL FOODS, L.C.
P.O. BOX 310450
ATLANTA, GA 30331

SUBJECT: GLOBAL FOODS, L.C.
Ref. Number: W98000020673

We have received your document for GLOBAL FOODS, 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):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 298A00046060

ARTICLE OF ORGANIZATION
OF
Global Foods, L.C.

FILED
OCT 16 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Limited Liability Company shall be Global Foods, L.C., ("Company"). The principal place of business of the Company in Florida shall be 5212 Cone Road, Tampa, FL 33610; and mailing address being the same.

ARTICLE II
DURATION

The Company shall commence its existence on the date of these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, 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 develop, manufacture, market and sell food products including but not limited to the aforementioned: and for such purpose or purposes as are permissible under Florida For Profit L.C. Corporations.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in Florida is Ms. Carolyn Wright, 5212 Cone Road, Tampa, FL 33610.

ARTICLE V
CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property or services to be performed as set forth as follows:

Name
Contribution

Capital

Paca Foods, Inc.,
A Florida Corp.
5212 Cone Road
Tampa, FL 33610

\$5,000

Gugi's Global Foods, Inc
A Georgia Corp.
P.O.Box 310450
Atlanta, GA 30331

\$5,000.00

FILED
98 OCT 16 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the Members or, in lieu thereof, only upon the unanimous consent of all Members.

ARTICLES VII
ADMISSION OF NEW MEMBERS
(Transferability of Interest)

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 other Members of the Company other than the Member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE VIII
TERMINATION OF EXISTENCE
(Continuity of Life)

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member of the Company, unless the business of the Company is continued by the consent of a majority interest of the remaining Members, provided that there are at least two remaining Members.

ADDENDUM, ARTICLE V

(2-A)

FILED
98 OCT 16 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of _____
Global Foods, LC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 10,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ -0- .



Signature of a member or an authorized representative of a 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.)

Carolyn Wright

Typed or printed name of signee

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98 OCT 16 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
MANAGEMENT BY MEMBERS

The Company shall be managed by the Members, through its designated agent(s) in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These regulations may be contained in 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 managing Members of the Company are:

<u>Name</u>	<u>Address</u>
Paca Foods, Inc.	5212 Cone Road Tampa, FL 33610
Gugi's Global Foods, Inc	P.O. Box 310450 Atlanta, GA 30331

ARTICLE X
NO EXCLUSIVE DUTY TO COMPANY

The Operating Managers may have other business interests and may engage in other ventures in addition to management of the Company. The Operating Managers shall incur no liability to the Company or to any of the Members as a result of engaging in such other businesses or ventures.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization for the foregoing uses and purposes this 4th day of September, 1998.

PACA Foods, Inc.

By: Robert L. Cabral
Robert Cabral, President

Gugi's Global Foods, Inc.

By: Carolyn Wright
Carolyn Wright, Secretary

FILED
98 OCT 16 PM 1:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

4 The foregoing instrument was acknowledged before me this 4 day of September, 1998, by Robert Cabral, as President of Paca Foods, Inc., who is personally known to me or who has produced _____, as identification and who did take an oath.

Mario Walterson
Notary Public
Print: MARIE WALTERSON
My Commission Expires:



Marie Walterson
My Commission CC679222
Expires March 12, 1999

STATE OF GEORGIA
COUNTY OF COBB

The foregoing instrument was acknowledged before me this 30 day of September, 1998, by Carolyn Wright, as Corporate Secretary of Gugi's Global Foods, Inc., who is personally known to me or who has produced GA Lic# 039418016, as identification and who did take an oath.

Mary Ann Savage
Notary Public
Print: MARY ANN SAVAGE
My Commission Expires:

Notary Public, Douglas County, Georgia
My Commission Expires March 4, 2001

**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 TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

FILED
98 OCT 16 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: GLOBAL FOODS L.C.

2. The name and the Florida street address of the registered agent are:

Carolyn Wright

NAME

5212 Cone Road

Florida street address (P. O. Box NOT ACCEPTABLE)

Tampa FL 33610

CITY, STATE AND ZIP

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.



SIGNATURE