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Division of Corporations

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LIMITED LIABILITY COMPANY

Sunshine Bakeries, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1998

PETER O. LARSEN, ESQ.
MILAM OTERO LARSEN DAWSON & TAYLOR, P.A.
50 NORTH LAURA STREET, SUITE 2750
JACKSONVILLE, FL 32202

SUBJECT: SUNSHINE BAKERIES, L.L.C.
REF: W98000026847

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 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

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ARTICLES OF ORGANIZATION**OF****SUNSHINE BAKERIES OF NORTH FLORIDA, L.L.C.**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be Sunshine Bakeries, L.L.C.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 817 Swift Street, Daytona Beach, Florida 32114.

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of this Company shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted upon the approval by the then current members owning a majority of the membership interests.

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
50 North Laura Street, Suite 2750
Jacksonville, FL 32202
(904) 798-3700
Florida Bar Number 0849146

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**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company may continue the Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company.


**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing member (as defined in §608.402(9) of the Act), who shall serve as Managing member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

Pete Polzella, Art Strasnick and James O'Meara
817 Swift Street
Daytona Beach, Florida 32114

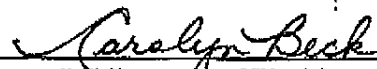
IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

SUNSHINE BAKERIES OF NORTH FLORIDA, L.L.C.


Name: Pete Polzella
Its: Member and President

STATE OF FLORIDA
COUNTY OF Volusia

Sworn to and subscribed before me
this 19th day of November, 1998.


Notary Public, State of Florida
Commission Expires: _____
Commission No.: _____



Carolyn Beck
My Commission CC581727
Expires Sep. 02, 2000

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

Sunshine Bakeries, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

DATED this 19th day of November, 1998.


SUNSHINE BAKERIES OF NORTH FLORIDA, L.L.C.


Pete Polzella, Member and President

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 30th day of November, 1998.

MOTOLAW, INC., a Florida corporation

By: 
Peter O. Larsen, as President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Pete Polzella, the managing member of Sunshine Bakeries, L.L.C. (the "Company"), pursuant to Florida Statutes Section 608.407(2) and after having been duly sworn, hereby affirms the following:

1. The Company has at least one (1) member.
2. The actual amount of cash contributed to date of the member(s) is: \$ 1,000.00
3. The agreed value of any property other than cash contributed is: \$ -0-
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$1,000.00 contributed to date) is: \$ 1,000.00

FURTHER AFFIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 19th day of November, 1998.

SUNSHINE BAKERIES OF NORTH FLORIDA, L.L.C.

Pete Polzella
Pete Polzella, as Member and President

The foregoing Affidavit of Membership and Contributions of Sunshine Bakeries, L.L.C., a Florida limited liability company (the "Company"), was executed, acknowledged and delivered before me this 19th day of November, 1998, by Pete Polzella, a member and President of the Company, in Jacksonville, Florida.

[SEAL]

Personally known: ✓

or

Produced identification: _____

Type of identification produced: _____

Carolyn Beck
Notary Public

Print Name: Carolyn Beck

Commission Number: _____

Commission Expires: _____

[SEAL]



Carolyn Beck
My Commission CC581727
Expires Sep. 02, 2000

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