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§ BOARD CERTIFIED IN BUSINESS LITIGATION

February 15, 1999

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

500002777995--3  
-02/17/99--01044--005  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Guido's Bakery, L.L.C.

Dear Sir or Madam:

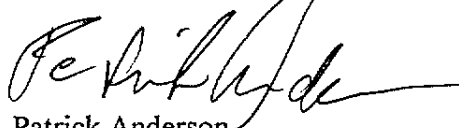
Enclosed please find an original plus one copy of Articles of Organization and required Affidavit for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$337.50 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.

J. Patrick Anderson



JPA:sld  
Enclosures

secstate/secstate.art

Name	Availability
Document	Examiner
Updater	or
or	tyer
A	Knowledge
W. P.	Verifier

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## **ARTICLES OF ORGANIZATION**

**OF**

**GUIDO'S BAKERY, L.L.C.**

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

### **ARTICLE I**

The name of this limited liability company shall be Guido's Bakery, L.L.C. (the "Company").

### **ARTICLE II**

The Company shall commence upon the execution of these Articles and shall exist perpetually.

### **ARTICLE III**

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

### **ARTICLE IV**

The initial street and mailing address of the principal place of business of the Company is 703 Silver Palm Avenue, West Melbourne, Florida 32901.

### **ARTICLE V**

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is J. Patrick Anderson.

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#### ARTICLE VI

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company.

#### ARTICLE VII

The remaining Member(s) of the Company may continue the 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 a Member in the Company upon unanimous agreement and as provided in the regulations of the Company.

#### ARTICLE VIII

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be one (1). The name and address of such initial manager is as follows:

Wendelin Schaffer  
761 Pepper Street, N.E.  
Palm Bay, FL 32907

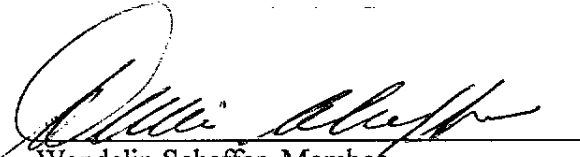
#### ARTICLE IX

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

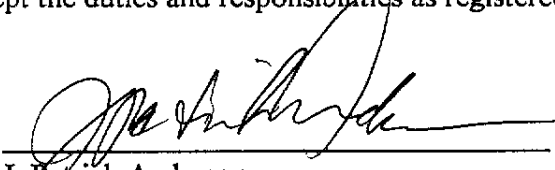
#### ARTICLE X

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization, this 12th day of February, 1999.


  
Wendelin Schaffer, Member

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

  
J. Patrick Anderson  
Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of February, 1999 by Wendelin Schaffer. He is personally known to me or produced His Driver's License as identification.

  
Notary Public  
Printed Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

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**AFFIDAVIT**

**STATE OF FLORIDA  
COUNTY OF BREVARD**

ON THIS DAY, before me, the undersigned authority, duly authorized to take acknowledgements in the State and County last aforesaid, did personally appear WENDELIN SCHAFFER, who, after first being sworn upon his oath, deposes and says:

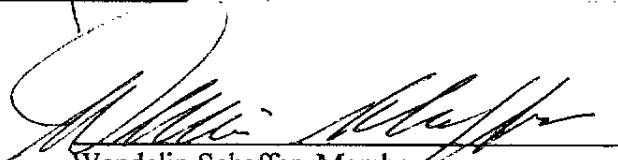
1. Guido's Bakery, L.L.C. (the "Company"), a limited liability company formed under the laws of the State of Florida, has at least one (1) member.

2. The total amount of cash, and a description and agreed value of property other than cash contributed and anticipated to be contributed to the Company by its Members is as follows:

- Cash in the amount of Seventeen Thousand and 00/100 Dollars (\$17,000.00); and
- Bakery equipment having an estimated fair market value of Five Thousand Eight Hundred and 00/100 Dollars (\$5,800.00).


FURTHER AFFIANTS SAYETH NOT.

Signed this 17th day of February, 1999;

  
Wendelin Schaffer, Member

**STATE OF FLORIDA  
COUNTY OF BREVARD**

The foregoing instrument was acknowledged before me this 17th day of February, 1999 by Wendelin Schaffer. He is personally known to me or produced Florida Driver's License as identification.

  
Notary Public  
Printed Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

