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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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LIMITED LIABILITY COMPANY

Florida Food Distributors, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 11, 1999

ANA C. HARRIS, ESQUIRE
MISHAN SLOTO GREENSBERG HELLINGER & UDOL
200 S. BISCAYNE BLVD., SUITE 2350
MIAMI, FL 33134

SUBJECT: FLORIDA FOOD DISTRIBUTORS, L.L.C.
REF: W99000005961

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.

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

FAX Aud. #: H99000005872
Letter Number: 499A00011675

Fax Audit No. H990000058729

**ARTICLES OF ORGANIZATION
OF
FLORIDA FOOD DISTRIBUTORS, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is **FLORIDA FOOD DISTRIBUTORS, L.L.C.**

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

Fax Audit No. H990000058729

This instrument prepared by:

ANA C. HARRIS, ESQUIRE

Florida Bar No: 705403

MISHAN, SLOTO, GREENBERG, HELLINGER & UDOLF, P.A.

200 S. Biscayne Blvd., Suite 2350

Miami, FL 33134

(305) 379-1792

Fax Audit No. H990000058729

ARTICLE III

PURPOSE

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

ARTICLE IV

ADDRESS

The mailing and street address of the principal office of the limited liability company is 675 SW 12th Avenue, Pompano Beach, FL 33069.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 200 South Biscayne Blvd., Suite 2350, Miami, Florida 33131, and the name of the registered agent of this company at that address is Andrew B. Hellinger, Esq.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Managers and a majority of the existing members, upon the written application of such new member.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

Fax Audit No. H990000058729

Fax Audit No. H990000058729ARTICLE VIIIMANAGEMENT OF COMPANY

The business of the Company shall be managed by two Managers. The managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement. The names and addresses of the initial Managers, who are to serve until the first annual meeting of Members or until their successor are elected and qualified, are:

Harvey Pollak
675 SW 12 Ave.
Pompano Beach, FL 33069

Michael J. Tumminello, Jr.
618 Anderson Circle
Deerfield Beach, FL 33441

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal
this 4 day of March, 1999.

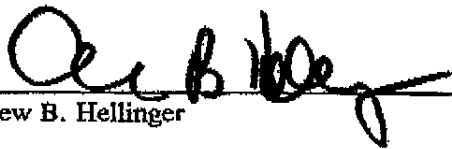

HARVEY POLLAK, Member

ACCEPTANCE OF REGISTERED AGENT

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

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 4 day of March, 1999.

MISHAN, SLOTO, GREENBERG, HELLINGER &
UDOLF, P.A.


Andrew B. Hellinger

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**AFFIDAVIT UNDER
FLORIDA STATUTE §608.407(2)**

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

: ss

Before the undersigned authority, personally appeared **HARVEY POLLAK**, as manager and a member of **FLORIDA FOOD DISTRIBUTORS, L.L.C.** who, on oath says:

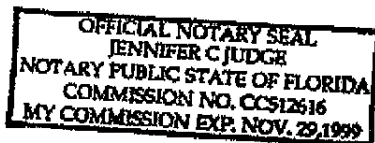
1. Affiant, **HARVEY POLLAK**, is a member of **FLORIDA FOOD DISTRIBUTORS, L.L.C.**
2. That **FLORIDA FOOD DISTRIBUTORS, L.L.C.** has at least one member.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$15,000.00.
4. The amount anticipated to be contributed by the members is \$0.00.

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TALLAHASSEE, FLORIDA

FURTHER, AFFIANT SAYETH NAUGHT.


HARVEY POLLAK, Manager

Sworn to and Subscribed before me this 16 day of March, 1999, by **HARVEY POLLAK**, who is personally known to me or who has produced _____ as identification.




Signature

[Print Name]

Notary Public, State of Florida

My Commission Expires: 11/29/99