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Account Number : 072720000242
Phone : (561) 394-0500
Fax Number : (561) 394-3862

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LIMITED LIABILITY COMPANY

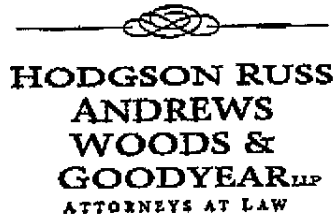
Angel Chips, LLC

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March 24, 1999

VIA FACSIMILE NO. (850) 922-4003

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir/Madam:

Re: ANGEL CHIPS, LLC

Attached are the Articles of Organization for ANGEL CHIPS, LLC hereby submitted for electronic filing.

Please charge our account accordingly and forward the certified copy to the undersigned via facsimile at (561) 394-3862.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR, LLP

By:

Tracey A. Testa
Tracey A. Testa
Corporate Paralegal

tat
Attachment
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**ARTICLES OF ORGANIZATION
FOR
ANGEL CHIPS, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is ANGEL CHIPS, LLC (the "LLC").

**ARTICLE II
DURATION**

The period of duration for the LLC shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the LLC is 7040 West Palmetto Park Road, #4, Suite 397, Boca Raton, Florida 33433.

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and the street address of the initial registered agent of the LLC in the State of Florida are:

Katherine E. Zukowski
6730 Canary Palm Circle
Boca Raton, Florida 33433

THIS INSTRUMENT PREPARED BY:

Susan K. Baumel, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road
Suite 400
Boca Raton, Florida 33431
Florida Bar No. 284351

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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be pursuant to a unanimous vote of the members.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the LLC 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 LLC if within 120 days after such event the LLC is continued by the vote or written consent of the remaining members.

**ARTICLE VII
MANAGEMENT**

The LLC is to be managed by its members, and the name and address of such members who are to serve until the first annual meeting of members or until its successors are elected and qualified are:

Sweets, Treats and More, Inc.
4400 W. Hillsboro Boulevard
Suite 9
Coconut Creek, Florida 33073

and

Imagine That.....A Creative Marketing Company, Inc.
1051 SW 19th Street
Boca Raton, Florida 33486

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IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 24 day of March, 1999.

IMAGINE THAT.....A CREATIVE MARKETING
COMPANY, INC.

By: Katherine E. Zukowski
Katherine E. Zukowski Vice President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of ANGEL CHIPS, LLC certifies:

1. the above named LLC has at least two members;
2. the total amount of cash contributed by the member(s) is \$ 4,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$ N/A
(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 \$ 4,000.00

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Under the penalties of perjury the undersigned declares that the information stated above is true, to the best of its knowledge and belief.

Dated: March 24, 1999

IMAGINE THAT....A CREATIVE MARKETING
COMPANY, INC.

By: Katherine E. Zukowski
Katherine E. Zukowski, Vice President

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.

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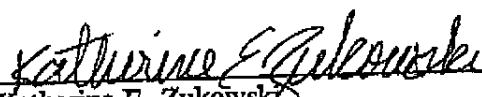
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

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.

1. The name of the limited liability company is ANGEL CHIPS, LLC
2. The name and the Florida street address of the registered agent are:

Katherine E. Zukowski
6730 Canary Palm Circle
Boca Raton, Florida 33433

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as registered agent.


Katherine E. Zukowski

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