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May 23, 2001

5/25

L99-1758

**MJM**

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

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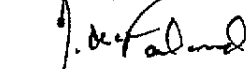
Re: Yalaha Baking Center, LLC

Dear Sir or Madam:

Please find enclosed the Amended and Restated Articles of Organization of Yalaha Baking Center, LLC.

Also enclosed is a check for \$25.00 payable to the Florida Department of State. Please send me confirmation that the amendment has been filed. Thank you for your cooperation and assistance.

Sincerely,



Joseph B. McFarland, P.A.  
For the Firm (TAMPA office)

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01 MAY 25 PM 5:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
YALAHA BAKING CENTER, LLC**

The date of filing of the articles of organization was March 29, 1999. In accordance with Sections 608.411 and 608.407, Florida Statutes, the following amended and restated articles of organization were duly adopted and executed and are being filed by the limited liability company.

**ARTICLE I  
NAME**

The name of this Limited Liability Company is YALAHA BAKING CENTER, LLC.

**ARTICLE II  
DURATION**

This Limited Liability Company shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of producing and distributing baked goods, and in such other business as may be agreed upon by the members.

**ARTICLE IV  
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business and mailing address of this Limited Liability Company shall be 8210 County Road 48, Yalaha, Florida 34797, and such other place or places as the members from time to time may determine.

The Registered Agent of the Limited Liability Company shall be Guenter Herold, c/o Yalaha Country Bakery, Inc., 8210 County Road 48, Yalaha, FL 34797.

**ARTICLE V  
MANAGEMENT OF BUSINESS**

The Limited Liability Company shall be managed by one or more member managers as a manager-managed company in accordance with the operating agreement adopted by the members

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for the management of the business and affairs of the Limited Liability Company.

**ARTICLE VI**  
**OPERATING AGREEMENT**


The members of the Limited Liability Company shall adopt an operating agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company, with decisions to be made by unanimous vote.

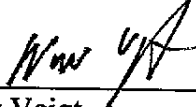
**ARTICLE VII**  
**AMENDMENTS**

These articles may be amended from time to time by unanimous consent of the members, and the amendments shall be filed with the Florida Department of State.

IN WITNESS WHEREOF, these articles of organization have been executed on the date(s) indicated below.

  
\_\_\_\_\_  
By Guenter Herold, President  
Yalaha Country Bakery, Inc.  
managing member,

Date: 5/9, 2001


  
\_\_\_\_\_  
Werner Voigt,  
managing member

Date: 5/9/, 2001

**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for YALAHA BAKING CENTER, LLC at the place designated in this statement, 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.

Date: 5/9/, 2001

  
\_\_\_\_\_  
Guenter Herold