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April 21, 1999

VIA FEDERAL EXPRESS

Ms. Karen Beyer  
Bureau Chief/Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002847712--1  
-04/22/99--01003--010  
\*\*\*\*\*381.25 \*\*\*\*\*337.50

Re: Bevi Buns, Inc. and Bevi Buns, L.L.C.

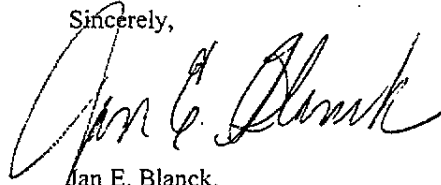
Dear Ms. Beyer:

Laura Gangemi of our offices intends to close a transaction involving Bevi Buns, L.L.C., a proposed Florida limited liability company, on Friday, April 23, 1999. To do so, we must effect the dissolution of Bevi Buns, Inc. to make the name available for use by Bevi Buns, L.L.C. Acknowledging that this is very short notice, would you please be so kind as to arrange for the filing of the following documents:

1. Bevi Buns, Inc. - Articles of Dissolution, in duplicate; and
2. Bevi Buns, L.L.C. - Articles of Organization, in duplicate; and
3. Our check in the amount of \$381.25 in payment of filing fees (\$43.75 for Articles of Dissolution and \$337.50 for Articles of Organization).

A return Federal Express envelope is enclosed for your convenience in responding. Thank you very much for your cooperation with this matter.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Laura A. Gangemi

cc: Laura A. Gangemi, Esq.

MI-77915.01

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Name	Jan E. Blanck
Availability	4-22
Document	Bevi Buns, Inc.
Examiner	Jan E. Blanck
Updater	Jan E. Blanck
Verifier	Jan E. Blanck
Acknowledged	Jan E. Blanck
W. P. Verifier	Jan E. Blanck

**ARTICLES OF ORGANIZATION  
OF  
BEVI BUNS, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

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The undersigned, acting as organizer and as a Member or authorized representative of Member of **Bevi Buns, L.L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.  
NAME**

The name of this limited liability company (the "Company") is **Bevi Buns, L.L.C.**

**ARTICLE II.  
ADDRESS**

The mailing and street address of the principal office of the Company shall be 3995 NW 107 Avenue, Miami, Florida 33178.

**ARTICLE III.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be Laura A. Gangemi.

**ARTICLE IV.  
DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI.  
ORGANIZER**

The name and street address of the organizer to these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Ricardo Warman	3995 NW 107 <sup>th</sup> Avenue Miami, Florida 33178

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**ARTICLE VII.  
MANAGEMENT BY MANAGERS**

The Company shall be managed by managers (the "Managers") as further provided in the Operating Agreement. Except as specifically authorized by the Managers, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The name and address of such Manager who is to serve as Manager of the Company until the first annual meeting of the Members or until his successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Ricardo Warman	3995 NW 107 Avenue Miami, Florida 33178

**ARTICLE VIII.  
ADMISSION OF NEW MEMBERS**

The Company may admit new Members upon the approval of the Members holding not less than seventy-five percent interest in the Company and provided the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") upon the approval of all of the Managers and the Members holding not less than seventy-five percent interest in the Company provided the Transferee assents to the terms of, and executes, the Operating Agreement.

**ARTICLE IX.  
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding 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 in the Company.

**ARTICLE X.**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**  
**AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least seventy-five percent of the outstanding Units, and (b) unanimous written approval of the Managers.

**ARTICLE XI.**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION**  
**TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this 12 day of April, 1999.

By: \_\_\_\_\_

Name: Ricardo Warman

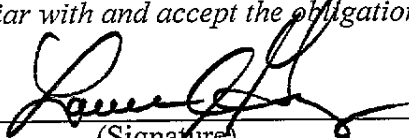
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE  
OF  
BEVI BUNS, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Bevi Buns, L.L.C.
2. The name and address of the registered agent and office are Laura A. Gangemi, c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131.

*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, I 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.*

  
(Signature)

4/13/99  
(Date)

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Beyi Buns, L.L.C.,  
deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the members is:        \$1,000.00
- 3) if any, the agreed value of property other than cash contributed by  
members is:        0  
A description of the property is attached and made a part hereto.        0
- 4) the amount of cash or property anticipated to be contributed by  
members is:        0
- 5) the total amount of 2, 3 and 4 is:        \$1,000.00

  
\_\_\_\_\_  
Ricardo Warman

**Signature of a member or authorized representative of a member**

(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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