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June 11, 1999

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Via Federal Express
Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Riviera Beach Foods, LLC

Ladies and Gentlemen:

Enclosed please find for filing Articles of Organization and Certificate of Designation and for the above-referenced company, along with this firm's check in the amount of \$285.00, payable to the "Florida Department of State," to cover the filing fees.

Please date-stamp the extra copy of the Articles of Amendment which is enclosed and return it to me in the self-addressed, stamped envelope provided for your convenience.

If there are any questions with regard to this filing, please call me at (410) 832-2062. Thank you for your assistance.

Very truly yours,

Patricia D. Kazarian
Paralegal

Name	MJH
Availability	
Document Examiner	
Updater	
Later verifier	
Acknowledgement	
W. P. Verger	

PDK:amr

Enclosures

169506

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 16 AM 11:47

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Riviera Beach Foods, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3333 W. Commercial Blvd., Suite. 203
Fort Lauderdale, Florida 33309

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Until December 31, 2049

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Anthony R. Morgenthau
3333 W. Commercial Boulevard, Suite 203
Fort Lauderdale, Florida 33309

- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The Management Committee of the Limited Liability Company may admit Additional Members by the terms and conditions agreed upon by the consent of the Required Majority of Members.

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ARTICLE VI - Members Rights to Continue Business:

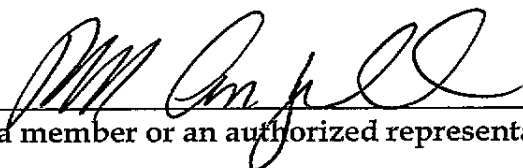
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the limited liability company shall not dissolve the limited liability company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Riviera Beach Foods, LLC certifies:

- 1) the above-named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.); and \$ N/A;
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$3,350,000.00.



Signature of a member or an 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.)

Richard M. Andzel

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**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: Riviera Beach Foods, LLC

2. The name and the Florida street address of the registered agent are:

Richard M. Andzel

NAME

3333 W. Commercial Boulevard, Suite 203

Florida street address (P. O. Box NOT ACCEPTABLE)

Fort Lauderdale, Florida 33309

CITY, STATE AND ZIP

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

Richard M. Andzel

Filing Fee: \$35 for Designation of Registered Agent