

L99000004336



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309511 7171905

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 285.00

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 JUL 19 AM 9:32

ORDER DATE : July 16, 1999

ORDER TIME : 10:48 AM

ORDER NO. : 309511-005

600002934275--7

CUSTOMER NO: 7171905

CUSTOMER: Mr. Seth I. Cohen  
FOGEL & COHEN  
FOGEL & COHEN  
Suite 105  
2499 Glades Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: CONFECTIONERY RETAIL CONCEPTS,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL 19 AM 8:54

RECEIVED

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7/19/99

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**ARTICLES OF ORGANIZATION  
OF  
CONFECTIONERY RETAIL CONCEPTS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I: NAME OF LIMITED LIABILITY COMPANY**

The name of the Corporation shall be CONFECTIONERY RETAIL CONCEPTS, L.L.C.

**ARTICLE II: PURPOSE**

The purpose for which this Limited Liability Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the Company is 21588 Halstead Drive, Boca Raton, Florida 33428.

**ARTICLE IV: TERM OF EXISTENCE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

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#### **ARTICLE V: CAPITAL CONTRIBUTION AND ADDITIONAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A". Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

#### **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Company in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

#### **ARTICLE VII: ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### **ARTICLE VIII: MEMBERS' RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all of the remaining members.

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## ARTICLE IX: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

Jeffrey E. Rubin  
21588 Halstead Drive  
Boca Raton, Florida 33428

## ARTICLE X: ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is:

Jeffrey E. Rubin  
21588 Halstead Drive  
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 15th day of July, 1999.

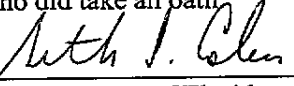
  
JEFFREY E. RUBIN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 15th day of July, 1999, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY E. RUBIN, known to me to be the person described herein and who executed the forgoing instrument, who acknowledged before me that she executed the same, who is ( ☒ ) personally known to me, or ( ☐ ) who has produced \_\_\_\_\_ as identification, and who did take an oath.



SETH I. COHEN  
My Commission CC585090  
Expires Jun. 21, 2000

  
Notary Public, State of Florida

Seth I. Cohen

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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**REGISTERED AGENT'S ACCEPTANCE**

The undersigned, named as the registered agent in Article VI of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

Deborah D. Skipper  
CORPORATION SERVICE COMPANY  
Deborah D. Skipper  
as its agent

Prepared By:  
Seth I. Cohen, Esq.  
Florida Bar No.: 933597  
Fogel & Cohen  
2499 Glades Road, Suite 105  
Boca Raton, Florida 33431

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF LIMITED LIABILITY  
COMPANY

The undersigned, who is the managing member of CONFECTIONERY RETAIL  
CONCEPTS, L.L.C., certifies as follows:

- (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 0.
- (4) The amount of cash or property anticipated to be  
contributed by member(s) is \$1,000.00
- (5) The total amount of 2, 3, and 4 is: \$2,000.00
- (6) In accordance with Section 608.408(3), F.S., the execution of this Affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein  
are true.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
this 15th day of July, 1999.

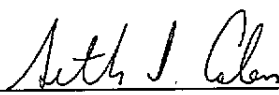
  
Jeffrey E. Rubin, Managing Member

STATE OF FLORIDA                    )  
  )  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me this 15th day of July,  
1999, by Jeffrey E. Rubin, Managing Member, who is personally known to me or who  
has produced \_\_\_\_\_ as identification and who did/did not take  
an oath.



SETH I COHEN  
My Commission CC565090  
Expires Jun. 21, 2000

  
Notary Public, State of Florida  
Seth I. Cohen

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