



THE UNITED STATES  
CORPORATION  
COMPANY

L9900000043.90

ACCOUNT NO. : 072100000032

REFERENCE : 311087 4352702

AUTHORIZATION :

*Patricia Piggett*

COST LIMIT : \$ 337.50

ORDER DATE : July 19, 1999

ORDER TIME : 11:11 AM

ORDER NO. : 311087-005

500002935055--5

CUSTOMER NO: 4352702

EFFECTIVE DATE

7-16-99

CUSTOMER: Ms. Lisa Folis  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: ERP FOOD, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

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99 JUL 19 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*52  
7-20-99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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99 JUL 20 PM 12:10

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 20, 1999

CSC

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: ERP FOODS, L.L.C.  
Ref. Number: W99000016603

We have received your document for ERP FOODS, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 799A00036999

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
ERP FOOD, L.L.C.**

The undersigned subscribes to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the limited liability company is ERP Food, L.L.C.
2. Duration. The existence of the limited liability company shall begin on July 16, 1999, and shall be perpetual.
3. Principal Office. The mailing address and the street address of the principal office of the limited liability company is:

5991 Cattleridge Blvd.  
Sarasota, Florida  
34232
4. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the limited liability company is:

William M. Seider  
200 S. Orange Avenue  
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the limited liability company and acknowledges that he is familiar with and accepts the obligations of that position.

5. Additional Members. The existing members of the limited liability company may admit additional members upon the unanimous consent of the then existing members and payment of a capital contribution by the new members, in cash or property, to be determined at the time of such admission by the then existing members.
6. Continuation of Business. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the limited liability company, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall continue in existence and the remaining members may continue the business of the limited liability company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the limited liability company.

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7. Managers. The limited liability company is to be managed by three managers. The name and address of the managers who are to serve until the first annual meeting of members, or until their successors are elected and qualify, are as follows:

Howard A. Seider

5991 Cattleridge Blvd.  
Sarasota FL 34232

Patricia A. Tyler

5991 Cattleridge Blvd.  
Sarasota, FL 34232

William M. Seider

4552 Camino Real  
Sarasota, FL 34231

8. Amendment. These Articles of Organization may be amended in the manner provided in the Regulations of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of JULY, 1999.



William M. Seider  
Member / Registered Agent

WMS-323302.1

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF SARASOTA

William M. Seider, a member of ERP Food, L.L.C., a Florida limited liability company (the "Company") deposes and says:

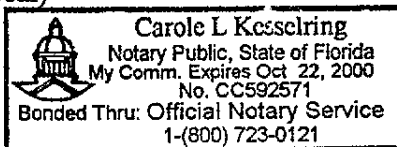
1. The Company has at least two members.
2. No cash or other property is being contributed by the members at the time of formation.
3. It is anticipated that \$300,000.00 is to be contributed by the members.
4. Property other than cash having a value of approximately \$-0- is anticipated to be contributed by the members.

Signed this 16 day of JULY, 1999.

William M. Seider  
William M. Seider, Member

SWORN TO AND SUBSCRIBED before me this 16 day of July, 1999 by William M. Seider, who is personally known to me or who has produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



Carole L. Kesselring  
Signature of Notary Public

Carol L. Kesselring  
Print Name of Notary Public

I am a Notary Public of the State of  
Florida, and my commission expires on  
Oct 22, 2000

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