

L99000005019

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000018914 4))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.
Account Number : 105204000476
Phone : (407) 728-2800
Fax Number : (407) 728-0002

RECEIVED

99 AUG 13 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

BON FRITES, L.C.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$337.50

99 AUG 12 AM 9:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
P. Verifier	

AUDIT NUMBER (((H99000018914 4)))

**ARTICLES OF ORGANIZATION
OF
BON FRITES, L.C.**

The undersigned, desiring to form a limited liability company, under the laws of the State of Florida, pursuant to Chapter 608, Fla. Stat., hereby subscribes to these Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company ("Company") is Bon Frites, L.C.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The street address and the mailing address of the principal office of the Company is 3942 West New Haven Avenue, W. Melbourne, FL 32904.

**ARTICLE III
DURATION**

The duration of this Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

**ARTICLE IV
REGISTERED AGENT**

The name of the initial Registered Agent of the Company is James M. O'Brien, Esq., whose street and mailing address is 1686 West Hibiscus Blvd., Melbourne, Florida 32901.

**ARTICLE V
PURPOSES**

This Company is organized to conduct any lawful business and shall have all of the powers as an individual to do all things necessary to carry out its business and affairs.

Robert W. Wattwood, Esq.
Florida Bar No. 285641
O'Brien, Riemenschneider,
Kancilia & Lemonidis, P.A.
1686 West Hibiscus Blvd.
Melbourne, FL 32901
(407)728-2800/(407)728-0002 (FAX)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 12 AM 9:06

AUDIT NUMBER (((H99000018914 4)))

**ARTICLE VI
ADDITIONAL MEMBERS**

Additional members may be admitted to the Company only if approved unanimously by Company membership.

The terms and conditions of the admission of new members shall be determined by the vote of the members above described at the time of the admission.

**ARTICLE VII
RIGHTS TO CONTINUE COMPANY AFTER DISSOLUTION**

Upon the death, withdrawal, resignation, retirement, expulsion, insanity, bankruptcy or dissolution of any member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved, unless all other remaining members elect unanimously within ninety (90) days thereafter to continue the operation of the business of the Company.

**ARTICLE VIII
REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested exclusively in the members of the Company. Regulations may be altered or amended only by the vote or consent of all members.

**ARTICLE IX
MANAGEMENT**

The Company is to be managed by the members and the names and addresses of the managing member(s) are:

HEBMSKERK, INC. d/b/a Voila
2491 Coral Ridge Circle
Melbourne, FL 32935

FLOWERS GALORE, INC.
800 Kerry Downs Circle
Melbourne, FL 32940

**ARTICLE X
AMENDMENT**

These Articles may be amended only by the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned have subscribed these Articles of Organization
this ____ day of July, 1999.

FLOWERS GALORE, INC.

By: _____

Arie De Graaf, President

HEEMSKERK, INC. d/b/a VOILA

By: _____

Wilhelmus J.C. Heemskerk, President

AUDIT NUMBER (((H99000018914 4)))

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Bon Frites, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Melbourne, County of Brevard, State of Florida, has named JAMES M. O'BRIEN, ESQ., 1686 West Hibiscus Blvd., Melbourne, FL 32901 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES M. O'BRIEN, ESQ.

AFFIDAVIT

The undersigned, upon oath, does depose and say:

- 1. I am Wilhelmus J.C. Heemskerk, president of Heemskerk, Inc., an initial member of Bon Frites, L.C. I subscribed to the Articles of Organization of Bon Frites, L.C. on behalf of Heemskerk, Inc.
- 2. Bon Frites, L.C. has at least two (2) members.
- 3. The members have contributed twenty-five thousand dollars (\$25,000.00) in cash as an initial capital contribution.
- 4. The additional amount anticipated to be contributed by all members is one thousand dollars (\$1,000.00). The total amount anticipated to be contributed is twenty-six thousand dollars (\$26,000.00).

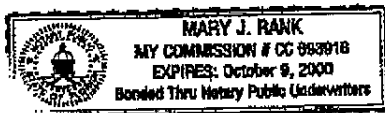
HEEMSKERK, INC. d/b/a VOILA

By:

Wilhelmus J.C. Heemskerk
Wilhelmus J.C. Heemskerk, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was sworn to and subscribed before me this 11th ^{August} day of ~~July~~, 1999 by Wilhelmus J.C. Heemskerk, president of Heemskerk, Inc., a member of Bon Frites, L.C., on behalf of Heemskerk, Inc.



Mary J. Rank
Signature of Notary Public, State of Florida

(Printed or Typed Name of Notary)

Personally Known _____ OR Produced Identification _____
Type of Identification Produced: FLDL #526-890-61-161-0