

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.

((H99000023572 3)))

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 : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER,
Account Number : 076064003722
Phone : (954) 491-1120
Fax Number : (954) 771-9264

LIMITED LIABILITY COMPANY

FUNFOODS AMERICA, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$285.00

Electronic Filing Menu

Corporate Filing

Public Access Help

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is FunFoods America, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 30 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 1394 North State Road 7, Margate, Florida 33063.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, Esq., c/o Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A. 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of the initial managers are:

Zachary Fagan:

1394 North State Road 7
Margate, Florida 33063

Gerry Goodin:

1500 West Cypress Creek Road
#505
Ft. Lauderdale, FL 33309

Gregory J. Blodig, Esq.
Greenspoon, Marder et al.
100 West Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309
954-491-1120
Fla. Bar No. 274062

SEP.21.1999 1:26PM

NO.312 P.3

Audit No.: H99000023572

ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.


ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right 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.

ARTICLE VIII - Liability of Members:

No member of the Limited Liability Company shall be obligated for its debts, and no member of the Limited Liability Company shall be required to fund as a contribution or loan any monies to the Limited Liability Company unless agreed to in writing.

Whereof, the undersigned member has executed these Articles the 21st day of September, 1999.


Zachary Fagan, as organizing Member

Audit No.: H99000023572


**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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

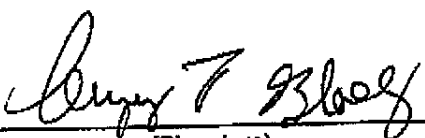
1. The name of the Limited Liability Company is:

FunFoods America, L.L.C.
2. The name and address of the registered agent and office is:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309

By: 
Zachary Fagan, as organizing Member

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)

9-21-99
(Date)

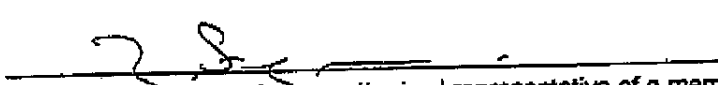
SEP.21.1999 1:26PM

NO.312 P.5
Audit No.: H99000023572

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

- (1) the above Limited Liability Company has at least one member
- (2) the total amount of cash contributed by the member(s) is \$500.00
- (3) if any, the agreed value of property other than cash
contributed by member(s) is \$-0-
A description of the property is attached and made
a part hereto.
- (4) the amount of cash or property anticipated to be
contributed by member(s) is \$ 19,500.00
- (5) the total amount of 2, 3, and 4 is \$20,000.00


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.)

G:\CW\Fagan.Zac\FunFoods-LLC.fm

Audit No.: H99000023572