

L99000005953
LAW OFFICES OF
PAUL HASTINGS, JANOWSKY & WALKER LLP
A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

695 TOWN CENTER DRIVE
COSTA MESA, CALIFORNIA 92626-924
TELEPHONE (714) 668-6200

THE INTERNATIONAL FINANCIAL CENTRE
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LONDON EC2N 1HQ
TELEPHONE 44 (171) 562-4000

655 SOUTH FLOWER STREET
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TELEPHONE (212) 318-6000

600 PEACHTREE STREET, N.E.
SUITE 2400

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TELEPHONE (404) 815-2400

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ROBERT P. HASTINGS (1910-1996)
COUNSEL
LEE G. PAUL
LEONARD S. JANOWSKY
CHARLES M. WALKER

September 21, 1999

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1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

WRITER'S DIRECT ACCESS

OUR FILE NO.

(404) 815-2162

VIA OVERNIGHT COURIER

Mr. Lee Rivers
Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****285.00 ****285.00

Re: Articles of Organization for Florida Limited Liability
Company

Dear Mr. Rivers:

On behalf of Tampa Bay Bread Company, L.L.C., I am enclosing the following
corrected documents for filing with the Florida Department of State:

1. One original and one copy of the Articles of Organization for Florida
Limited Liability Company (Articles V and VI have been left blank)
2. One original Certificate of Designation of Registered Agent/Registered
Office.

I have also enclosed a check in the amount of \$285.00 payable to the Florida
Department of State in payment of the filing fee and Designation of Registered Agent.

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09/21/99 6:11 PM

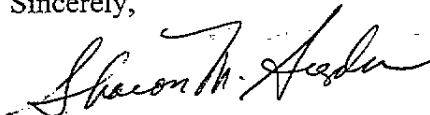
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TALLAHASSEE, FLORIDA
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Florida Department of State
September 21, 1999
Page Two

Please date-stamp the enclosed copy of this letter with attached documents to acknowledge receipt of the enclosed materials and filing fee and return it to our office in the enclosed self-addressed prepaid envelope.

If you have any questions about this filing, please call me at the number listed above.

Sincerely,

A handwritten signature in black ink, appearing to read "Sharon M. Snyder". The signature is fluid and cursive, with the first name "Sharon" being more prominent.

Sharon M. Snyder
Paralegal

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

encls.

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ROBERT P. HASTINGS (1910-1996)
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LEE G. PAUL
LEONARD S. JANOFSKY
CHARLES M. WALKER

September 7, 1999

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OUR FILE NO.

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VIA OVERNIGHT COURIER

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization for Florida Limited Liability
Company

Dear Sir or Madam:

On behalf of Tampa Bay Bread Company, L.L.C., I am enclosing the following documents for filing with the Florida Department of State:

1. One original and one copy of the Articles of Organization for Florida Limited Liability Company; and
2. One original Certificate of Designation of Registered Agent/Registered Office.

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w99-21254

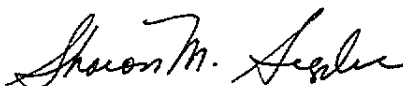
PAUL, HASTINGS, JANOFSKY & WALKER LLP

Florida Department of State
September 7, 1999
Page Two

acknowledge receipt of the enclosed materials and filing fee and return it to our office in the enclosed self-addressed prepaid envelope.

If you have any questions about this filing, please call me at the number listed above.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sharon M. Snyder".

Sharon M. Snyder
Paralegal

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

encls.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

SHARON M. SNYDER, PARALEGAL
PAUL, HASTINGS, JANOFSKY & WALKER, LLP
600 PEACHTREE ST NE, SUITE 2400
ATLANTA, GA 30308-2222

SUBJECT: TAMPA BAY BREAD COMPANY, L.L.C.
Ref. Number: W99000021254

We have received your document for TAMPA BAY BREAD COMPANY, L.L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

Please sign and return your check along with this document in order to complete your filing.

We cannot accept your answer in Articles V and VI. If these rights are given, you must be explicit about this: we cannot accept an answer which refers to agreements which are not part of your document.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 399A00045483

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is: Tampa Bay Bread Company, L.L.C.

ARTICLE II - Address:

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

18139 Longwater Run Drive
Tampa, FL 33647

ARTICLE III - Duration:

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

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:
- ☒ 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:

MadEm Investment Group, Inc.
18139 Longwater Run Drive
Tampa, FL 33647

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:

ARTICLE VI - Members Rights to Continue Business:

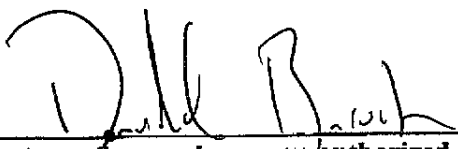
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII – Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Tampa Bay Bread Company, L.L.C. 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 \$ 100.00 ;
- 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.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100.00 .


* _____
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.)

Donald Baruch

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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.

The name of the limited liability company is: Tampa Bay Bread Company,
L.L.C.

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

Donald Baruch

NAME

18139 Longwater Run Drive

FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE)

Tampa, Florida 33647

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.

* Donald Baruch

SIGNATURE

Filing Fee: \$35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA