

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Handwritten initials and scribbles

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1) Philippe Serres + Associates, LLC
(CORPORATE NAME & DOCUMENT #)

2) _____
(CORPORATE NAME & DOCUMENT #)

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3) _____
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5) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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**ARTICLES OF ORGANIZATION
OF
PHILIPPE SERRES & ASSOCIATES, LLC
a Florida Limited Liability Company**

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby states as follows:

ARTICLE I

The name of this Limited Liability Company shall be Philippe Serres & Associates, LLC

ARTICLE II

The duration of this Company shall commence when these Articles of Organization are filed with the Secretary of State of Florida shall be perpetual, unless earlier dissolved by the Member hereof or by operation of law.

ARTICLE III

The purpose for which this Company is organized for the purposes of providing consulting and management services to restaurants and bakeries or such other business as the Members may agree upon from time to time.

ARTICLE IV

The initial place of business and mailing address of the corporation shall be 2145 NE 204th Street, North Miami Beach, Florida 33179 and its initial registered agent for service of process in the State of Florida shall be

Philippe Serres
2145 NE 204th Street,
North Miami Beach, Florida 33179

ARTICLE V

This Company shall be initially capitalized with cash in the amount of One Thousand (\$1,000.00) DOLLARS.

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No Member shall be required to contribute additional capital to the Company other than as provided in the Regulations of this Company.

ARTICLE VI

No individual may be admitted to the Company as a Member, except with the unanimous consent of all Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof, the remaining members by unanimous consent shall have the right to continue the existence of this Company.

ARTICLE VII

This Company shall be managed by a manager. The name and address of the initial managing member is as follows:

Philippe Serres
2145 NE 204th Street,
North Miami Beach, Florida 33179

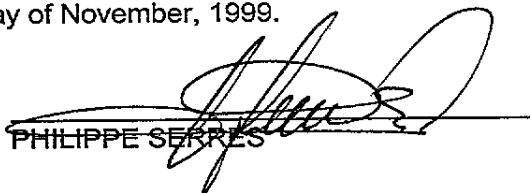
ARTICLE VIII

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE IX

The name and address of the Member executing these Articles of Organization is Philippe Serres, 2145 NE 204th Street, North Miami Beach, Florida 33179.

EXECUTED at Miami, Florida, this 02 day of November, 1999.


PHILIPPE SERRES

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

Philippe Serres & Associates, LLC, a Florida limited liability company, desiring to organize under the laws of the State of Florida, hereby designates Philippe Serres as its registered agent and further designates 2145 NE 204th Street, North Miami Beach, Florida 33179 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named limited liability company, the undersigned hereby acknowledges that it is a resident of the State of Florida and agrees to act in such capacity for such limited liability company at its registered office.

Philippe Serres
Registered Agent


PHILIPPE SERRES

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