

MD40000001399

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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(Business Entity Name)

(Document Number)

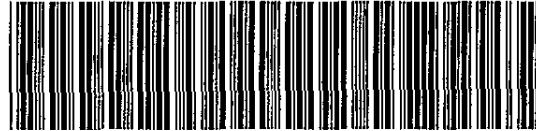
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Special Instructions to Filing Officer:

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~~MD4-13098~~

Office Use Only



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03/26/04--01060--004 **125.00

04/26/04 12:51:05
STATE OF MARYLAND
DEPARTMENT OF REVENUE
FILING OFFICE

413-04



Via Airborne
850-487-6051

March 25, 2004

Registration Section
Division of Corporations
409 E. Gaines St
Tallahassee FL 32399

Re: Miramar Bread, LLC

Dear Sir or Madam:

Enclosed is our application to register Miramar Bread, LLC to transact business in Florida. Along with the application I have included a Certificate of Good Standing from the State of Kansas, a Designation of Registered Agent, as well as West Palm Bread, LLC check number 19310 in the amount of \$125.00 as payment in full of filing fees required for the registration.

Please return to me a letter of acknowledgment as evidence of our filing. If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

Becky Allen
Legal Assistant

04 APR 13 PM 4:00
RECEIVED
ARTICLE
FILED
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 5, 2004

BECKY ALLEN
WEST PALM BREAD, LLC
PO BOX 789950
WICHITA, KS 67278-9950

SUBJECT: MIRAMAR BREAD, LLC
Ref. Number: W04000013098

We have received your document for MIRAMAR BREAD, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 204A00022068

RECEIVED
TALLAHASSEE, FLORIDA
APR 13 2004

04 APR 13 09 14 05

ATTORNEY
GENERAL
OFFICE

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Miramar Bread, LLC
(Name of foreign limited liability company)

2. Kansas (Jurisdiction under the law of which foreign limited liability company is organized) 3. applied for (FEI number, if applicable)

4. March 22, 2004 (Date of Organization) 5. Perpetual (Duration; Year limited liability company will cease to exist or "perpetual")

6. No business transacted as of this date. Unoriginal.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2414 N. Woodlawn, Suite 201
Wichita KS 67220
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
See attached

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to conduct a retail food business pursuant to Agreements with Panera, LLC.

Alan E. Seiwert
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Alan E. Seiwert, Treasurer
Typed or printed name of signee

04 APR 19 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

MANAGERS OF MIRAMAR BREAD, LLC

H. Roger Karolick
2414 N. Woodlawn #201
Wichita KS 67220

William J. Walsh, Jr.
2414 N. Woodlawn #201
Wichita KS 67220

Larry F. Payne
2414 N. Woodlawn #201
Wichita KS 67220

Albert J. Kirk
2414 N. Woodlawn #201
Wichita KS 67220

Dale E. Wiggins
2414 N. Woodlawn #201
Wichita KS 67220

Kenneth R. Miller
2414 N. Woodlawn #201
Wichita KS 67220

MEMBER OF MIRAMAR BREAD, LLC

West Palm Bread, LLC

04 APR 13 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

RE: MIRAMAR BREAD, LLC

Having been named as registered agent and to accept service of process for the above stated limited liability company, William N. Kirk, with his mailing address at 979 Beachland Boulevard, Vero Beach, FL 32963, hereby accepts the appointment as registered agent and agrees to act in this capacity. He ther agrees to comply with the provisions of all statutes relating to the proper and complete performance of the required duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

Dated: March 19, 2004



William N. Kirk

APR 19 2004
AND
FILED
04 APR 19 PM 4:06
STORIAN 19
TALLAHASSEE, FLORIDA

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to limited liability companies and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

MIRAMAR BREAD, LLC

is a regularly and properly organized limited liability company under the laws of the State of Kansas, having filed articles of organization in Kansas on the 22nd day of March, A.D. 2004 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:

I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
22nd day of March, A.D. 2004



A handwritten signature in black ink, appearing to read "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE