

FROM

(THU) 6. 5. 11:32/ST. 11/NO. 63303824 P 1

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

Pop Lollies of Tampa Bay, L.L.C.

DIVISION OF CORPORATION

03 JUN -5 AM 11:51

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**ARTICLES OF ORGANIZATION
OF
POP LOLLIES OF TAMPA BAY, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is POP LOLLIES OF TAMPA BAY, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is :

3407 S. Dale Mabry Hwy.
Tampa, FL 33629-8601

ARTICLE III - REGISTERED AGENT AND ADDRESS

The name and street address of the Registered Agent for the Company are:

Vanessa Kosses
3407 S. Dale Mabry Hwy.
Tampa, FL 33629-8601

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ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial managers shall be Vanessa Kosses, Gena Mitchell, Tina Cash and Eve Pennington. Correspond with Managers at the mailing address of the Company.

Bruce M. Rodgers, Esquire
Florida Bar # 0908215
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-225-4106

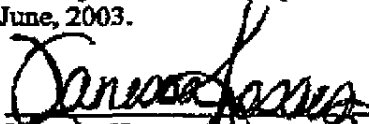
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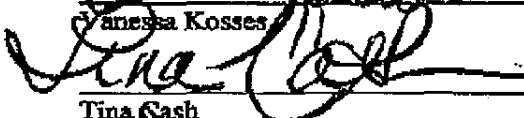
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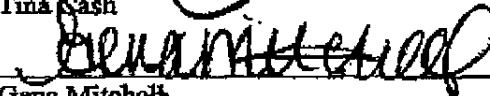
IN WITNESS WHEREOF, the undersigned initial managers have executed these Articles of Organization on this 4th day of June, 2003.



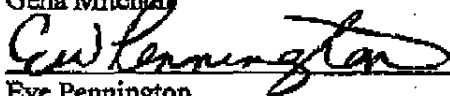
 Vanessa Kosses



 Tina Cash



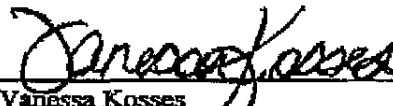
 Gena Mitchell



 Eve Pennington

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of POP LOLLIES OF TAMPA BAY, L.L.C., as the Registered Agent of this limited liability company, hereby consents to and accepts the appointment as Registered Agent of the Company and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as Registered Agent. the undersigned states that it is familiar with and accepts the obligations of its position as Registered Agent of the Company, as provided for in Chapter 608, Florida Statutes.



 Vanessa Kosses

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