

Document Number Only

M98000000505

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002531731--3

-05/21/98--01081--011

****180.00 ****180.00

100002531731--3

-05/21/98--01081--012

****35.00 ****35.00

Planet Smoothie Franchises, LLC

100002531731--3

-05/21/98--01081--013

****70.00 ****70.00

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Annual Report

Fict. Filing

Photo Copies

Other

Change of R.A.

UCC-1 UCC-3

CUS

Call When Ready

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Mail Out

Call if Problem

Will Wait

After 4:30

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Name Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copy(s) Filed Stamp

Thanks, Melanie

5-21-98 [Signature]

Melanie will call w/ title of Robert

MK
5/21/98

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 21 PM 2:43

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

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

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAY 21 PM 2:43

1. Planet Smoothie Franchises, L.L.C.
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Georgia 3. 58-2386077
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 8, 1998 5. perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Have not yet started transacting business in Florida.
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2000 Riveredge Parkway Ste. 920
Atlanta, Georgia 30328
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Robert Brand</u>	<u>SVP</u>	_____	_____
<u>2000 RiverEdge Pkwy.</u>	<u>MGRM</u>	_____	_____
<u>Suite 920</u>		_____	_____
<u>Atlanta GA 30328</u>		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____
_____		_____	_____

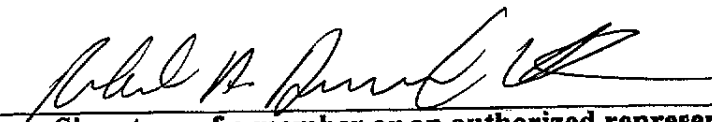
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Planet Smoothie
Franchises L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 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 \$ 0
(This total includes amounts from 2 and 3 above.)



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.)

Robert A. Brand, IV

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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

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SECRETARY OF CORPORATIONS
98 MAY 21 PM 2:43
DIVISION OF CORPORATIONS

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: Planet Smoothie Francieses,
L.L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/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.

C T CORPORATION SYSTEM

Dale Morris
(Signature)

May 20, 1998
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981400329
CONTROL NUMBER : 9813247
DATE INC/AUTH/FILED: 04/08/1998
JURISDICTION : GEORGIA
PRINT DATE : 05/20/1998
FORM NUMBER : 211

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DIVISION OF CORPORATIONS
MAY 21 1998 PH 2:43

CT CORPORATION SYSTEM
JEFFREY HARRISON
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PLANET SMOOTHIE FRANCHISES, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State