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Division of Corporations

Page 1 of 1

Florida Department of State
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From:

Account Name : CRARY, BUCHANAN, BOWDISH, ET AL
Account Number : 076424001425
Phone : (772) 287-2500
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LIMITED LIABILITY COMPANY

GN Enterprises of Palm City, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
GN ENTERPRISES OF PALM CITY, L.L.C.**

ARTICLE I

Name. The name of the limited liability company ("Company") is GN Enterprises of Palm City, L.L.C.

ARTICLE II

Address. The mailing and street address of the Company's principal office is 374 N.W. Dewbury Terrace, Jensen Beach, FL 34957

ARTICLE III

Duration. The period of duration for the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Nature of Company: The general nature of the business to be transacted by the Company under these Articles of Organization shall be to own and operate one or more Tropical Smoothie Café franchises and to engage in any other activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V

Management. The Company is to be managed by its members.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(772) 287-2800
Fla. Bar No.: 250414

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ARTICLE VI

Admission of New Members. Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Business. The remaining members of the Company have the right to continue the business of the Company 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 Company. The business of the Company may be continued only on the written consent of a majority of the remaining members.

ARTICLE VIII

Amendment of Articles. These Articles of Organization shall be amended as follows; every proposed amendment to these Articles of Organization shall require the approval at a Member's meeting of a majority of the members entitled to vote thereon; alternatively, a majority of the Members may sign a written statement adopting the proposed Amendment to these Articles of Organization.

ARTICLE IX

Operating Agreement. An Operating Agreement of the Company may be made, altered or rescinded by a majority vote of the Members of the Company at a meeting of the Members; alternatively, all of the Members may sign a written statement adopting the proposed Operating Agreement or changes thereto.

ARTICLE X

Registered Agent and Office. The name of Company's initial registered agent in Florida is Lawrence E. Crary III. The address of Company's registered office in Florida is 555 Colorado Avenue, Suite 1, Stuart, Florida 34994.

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ARTICLE XI

Preemptive Rights. The Members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any Member is determined by the ratio of the membership interest held by a Member to all membership interests currently outstanding.

ARTICLE XII

Organizing Member. The name and address of the initial organizing member, who is the member of the Company, is as follows:

GN Enterprises of the Treasure Coast, Inc. 374 N.W. Dewburry Terrace
Jensen Beach, FL 34957

IN WITNESS WHEREOF, these Articles of Organization have been executed on this 5th day of January, 2004, at Stuart, Florida.

GN ENTERPRISES OF THE TREASURE
COAST, INC., a Florida corporation

By: [Signature]

George J. Narr, Jr.

Its:

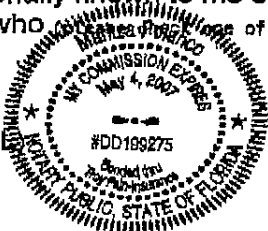
President

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STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 5th day of January, 2004 by George J. Narr, Jr. as President of GN Enterprises of the Treasure Coast, Inc., a Florida corporation, on behalf of the corporation. He (please check one of the following) ☒ is personally known to me or ☐ who has produced _____ as identification, and who _____ of the following) [] did or [x] did not take an oath.

(SEAL)

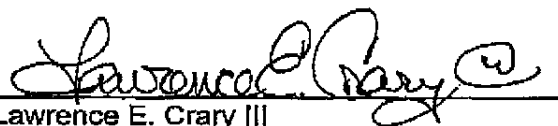


NOTARY PUBLIC

Print Name: Maritza PolancoMy Commission Expires: 5/4/07Fax Audit Number: H04000003005 3

Fax Audit Number: E04000003005 3**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


Lawrence E. Crary III
Registered Agent

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