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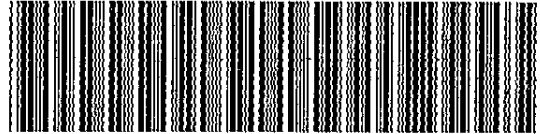
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[Signature]

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BOARD CERTIFIED REAL ESTATE ATTORNEY

FLORHAM PARK, NJ
—
NEW YORK, NY
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NEW BRUNSWICK, NJ
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PRINCETON, NJ
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STAMFORD, CT

January 5, 2004

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Scoops LLC

Dear Sirs:

Enclosed for filing pursuant to Chapter 608, Florida Statutes, is an original and a copy of the Articles of Organization of the limited liability company together with a check payable to the Florida Department of State for \$160.00 to cover the filing fees and the cost of a certified copy and a certificate of status.

Please send your letter of acknowledgment, a certified copy of the filing and a certificate of status to me at the above address; and please telephone me if there are any problems with this filing.

Thank you for your assistance.

Sincerely,

Kristine Kokinda

Kristine Kokinda
Paralegal for David L. Cook, Esq.

/kk
Encl.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR

Scoops LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is:

Scoops LLC hereinafter ("Company".)

ARTICLE II - ADDRESS

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

11620 Court of Palms, #402
Ft. Myers, Florida, 33908

ARTICLE III - DURATION

The company shall have perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, retirement, insanity, resignation, expulsion or dissolution of any member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members.

ARTICLE VI - MEMBERS

The names and addresses of the members of the Company are:

Scot M. Uram
11620 Court of Palms, #402
Ft. Myers, Florida 33908

Steven C. Kalcich
11620 Court of Palms, #402
Ft. Myers, Florida 33908

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Certificate of Designation of Registered Agent/Registered Office for the Company is attached hereto and incorporated herein as Exhibit "A".

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization on the 5th day of January, ~~2003~~ 2004

MEMBER:


Scot M. Uram

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2003 by Scot M. Uram, who is [] personally known to me or [] produced drivers' license number _____ as identification.

(SEAL)

Notary Public _____
Printed Name _____
Commission No. _____
My Commission expires _____

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Scoops LLC

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

Scot M. Uram
11620 Court of Palms, #402
Ft. Myers, Florida 33908

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TALLAHASSEE, FLORIDA

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.


Scot M. Uram