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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Tropical Smoothie of Winter Haven, LLC

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$160, which includes the following:

1. \$100 Filing Fee for Articles of Organization
2. \$ 25 Designation of Registered Agent
3. \$ 30 Certified Copy
4. \$ 5 Certificate of Status

FROM:

John DiSarro
2810 Parkway Street
Unit #3
Lakeland, Florida 33811
863-648-5112

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the Limited Liability Company is:

Tropical Smoothie of Winter Haven, LLC

ARTICLE II – Address:

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

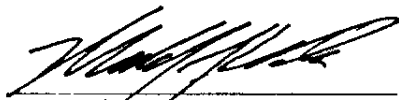
**2810 Parkway Street
Unit #3
Lakeland, Florida 33811**

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

**Michael S. Wells
302 S. Massachusetts Ave, Suite 217
Lakeland, Florida 33801**

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 as provided for in Chapter 608, F.S.

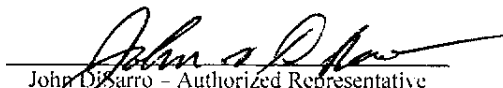


Registered Agent's Signature

ARTICLE IV – Management:

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.

The person who is designated or appointed as President shall carry out and further the decisions and actions of the managers and member(s) made pursuant to the Operating Agreement and shall be authorized to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type of form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.



John DiSarro – Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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