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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686

Fax Number : (305)672-9110

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LIMITED LIABILITY AMENDMENT

TROPICAL SMOOTHIE OF LEE COUNTY, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted July 28, 2005 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Tropical Smoothie of Lee County, LLC Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 29, 2004.

Article III. Addtess

The Company's street and mailing address is: Tropical Smoothie of Lee County, LLC 5016 Airport-Pulling Road. North Naples FL 34105

Article IV, Registered Agent

The name and street address of the Company's registered agent is:

Mark Brechbill
215 South Federal Highway
Suite 100

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686 SECRETARY OF STATE DIVISION OF CORPORATIONS

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Stuart FL 34994

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management		
This will be a manager-managed company. The name of each manager is:		
ANDREW JESSEN 5016 Airport-Pulling Road. North Naples FL 34105		
9444101 Part X 011010 14000 14000 1504 1440		
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		<u> </u>
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Auticle VIII Company Bristance		
Article VII. Company Existence The Company's existence will begin effective upon the filing date of the original		
Articles of Organization.		
The undersigned executed these Amended and Restated Articles of Organization	on	
the date shown below.	95	AIG.
Tropical Squarelie of Lee County, LLC	JUL	SSE
By:	۳2	三元 -
	8	CAR
Name: Andrew Jessen	£	
Title: Manager	<u>ф</u>	15 15
	2	TIONS
Date: July 28, 2005	**	Tion .
Corporate Creations International Inc.		
941 Fourth Street		

(305) 672-0686

Miami Beach FL 33139

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Tropical Smoothie of Lee County, LLC

REGISTERED AGENT/OFFICE:

Mark Brechbill 215 South Federal Highway Suite 100 Stuart FL 34994

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

MARK BRECHBILL

Date: July 28, 2005

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 33139 (305) 672-0686