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Phone : (305) 672-0686
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LIMITED LIABILITY COMPANY**Tropical Smoothie of Charlotte County, LLC**

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Tropical Smoothie of Charlotte County, LLC

Article II. Address

The Company's street and mailing address is:
Tropical Smoothie of Charlotte County, LLC
2872 SE Merritt Terrace
Port St. Lucie FL 34952

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Mark Brechbill
215 South Federal Highway
Suite 100
Stuart FL 34994

Article IV. 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.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0886

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

JAMES K. THOMPSON
2872 SE Merritt Terrace Port St. Lucie FL 34952

Article VI. Company Existence

The Company's existence shall begin effective as of July 29, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on July 29, 2004.



CORPORATE CREATIONS INTERNATIONAL INC.
Franco E. Cammarata Vice President and Counsel
by D. Stoutt as attorney-in-fact

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

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STATEMENT OF REGISTERED AGENT

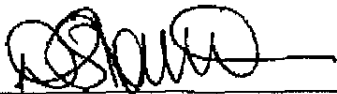
LIMITED LIABILITY COMPANY:

Tropical Smoothie of Charlotte 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 Statement. 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
by D. Stoutt as attorney-in-fact

Date: July 29, 2004

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

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