

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000066812
FILED 8:00 AM
September 10, 2004
Sec. Of State
mhodges

Article I

The name of the Limited Liability Company is:
JUICY LUCY ACQUISITIONS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
300 INTERNATIONAL PARKWAY
SUITE 100
HEATHROW, FL. 32746

The mailing address of the Limited Liability Company is:
300 INTERNATIONAL PARKWAY
SUITE 100
HEATHROW, FL. 32746

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
THE ROY LAW FIRM, PL
411 W. CENTRAL PARKWAY
ALTAMONTE SPRINGS, FL. 32714

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.

Registered Agent Signature: WILLIAM G. ROY, III

Article V

The name and address of managing members/managers are:

Title: MGRM
ULTIMATE FRANCHISE SYSTEMS, INC.
300 INTERNATIONAL PARKWAY, SUITE 100
HEATHROW, FL. 32746

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Article VI

The effective date for this Limited Liability Company shall be:

09/10/2004

Signature of member or an authorized representative of a member

Signature: WILLIAM G. ROY, III