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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tropical Smoothie Cafe, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shannon Abbott
(Name of Person)

Greenberg Traurig, P.A.
(Firm/Company)

101 E. College Ave.
(Address)

Tall. FL 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

_____ at (805) 222-6891
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
TROPICAL SMOOTHIE CAFE, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608, or other applicable provision).

ARTICLE I - Name

The name of this Limited Liability Company is: Tropical Smoothie Cafe, LLC (the "Company").

ARTICLE II - Duration

The Company shall exist from the date of filing these Articles with the Florida Secretary of State until terminated in accordance with the Company's regulations and/or in accordance with law.

ARTICLE III - Address

The mailing and street address for the principal office of the Company is Tropical Smoothie Cafe, LLC, 4100 Legendary Drive, Suite 250, Destin, Florida 32541.

ARTICLE IV - Admission of Additional Members

Additional members to the Company may be admitted, but only if all the current Members unanimously agree to the admission of the additional members and unanimously agree to the terms of admission. Members can only be removed if all the current Members unanimously agree.

ARTICLE V - Members Rights to Continue Business

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

ARTICLE VI - Management

The daily, usual course of business of the Company will be managed by a manager (the "Manager"). Upon due authorization by the Members, the Manager can contract with the necessary professionals or service providers such that the daily business of the Company can be performed, subject to the controls as set forth herein and as set forth in the regulations. The Manager shall be elected annually by the Members in the manner prescribed by and provided for by the Members of the Company. The Manager shall hold the office(s) and have the responsibilities accorded to him/her by the Members. The Members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the Members holding two-thirds interest in the Company. The name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Tropical Smoothie Franchise Development Corporation
4100 Legendary Drive
Suite 250
Destin, FL 32541

ARTICLE VII - Operating Agreement


The Members shall have the power to adopt, alter, amend, or repeal operating agreements of the Company containing provisions for the regulation and management of the affairs of the Company.

ARTICLE VIII - Registered Agent and Office

The name of the Corporation's initial registered agent is: Lorence Jon Bielby, Esq., Greenberg Traurig, P.A., and the street address of the Corporation's initial registered office is 101 E. College Avenue, Tallahassee, Florida 32301.

Tropical Smoothie Cafe, LLC
Articles of Organization
Page 3

The undersigned executed these Articles of Organization on the 7th day of June
2002.



Eric Jenrich, President
Tropical Smoothie Franchise Development Corporation, Inc.,
Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is Tropical Smoothie Cafe, LLC
2. The name and address of the registered agent and office is:

Lorence Jon Bielby, Esq.
Greenberg Traurig, P.A.
101 East College Avenue
Tallahassee, Florida 32301

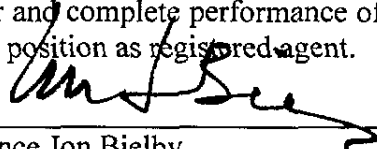


Eric Jenrich, President
Tropical Smoothie Franchise Development Corporation, Inc.,
Member

Tropical Smoothie Cafe, LLC
Articles of Organization
Page 4

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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.



Lorence Jon Bielby
Greenberg Traurig, P.A.
101 E. College Avenue
Tallahassee, FL 32301
Registered Agent


Date: JUNE 07, 2005

**AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Tropical Smoothie Cafe, LLC deposes and says:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member is \$1,000.00; and
3. If any, the agreed value of property other than cash contributed by members is \$0; and
4. the total amount of cash or property anticipated to be contributed by member is \$1,000.00.

Dated as of this 17th day of June, 2005.



Eric Jenrich, President
Tropical Smoothie Franchise Development Corporation, Inc.,
Member

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