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H170001753613

**AMENDMENT AND RESTATEMENT
TO
ARTICLES OF ORGANIZATION
OF
FRESH ON FIFTH, LLC,
a Florida limited liability company**

This Amendment and Restatement to the Articles of Organization of FRESH ON FIFTH, LLC, a Florida limited liability company (hereinafter referred to as "Company") are hereby submitted pursuant Section 608.411 of the Florida Statutes.

- A. The Articles of Organization for the Company were filed on May 4, 2006 and assigned Document No. L06000046713.
- B. This Amendment is submitted to amend and restate the Articles of Organization of the Company in its entirety as follows:

ARTICLE I.

The name of the limited liability company is: FRESH ON FIFTH, LLC

ARTICLE II.

- 1. The street address of the principal office of the Company is:

448 Ocean Drive, Unit 2
Miami Beach, Florida 33139

- 2. The mailing address of the Company is:

448 Ocean Drive, Unit 2
Miami Beach, Florida 33139

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ARTICLE III.

The name and Florida street address of the Registered Agent for the Company is:

Hakki I. Dengzli
448 Ocean Drive, Unit 2
Miami Beach, Florida 33139

ARTICLE IV.

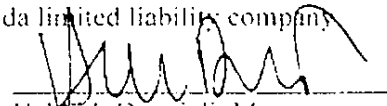
This Company shall be a manager-managed Florida limited liability company. The name and address of the *Managers* are:

Hakki I. Dengzli
448 Ocean Drive, Unit 2
Miami Beach, Florida 33139

Fatih Aslanoba
448 Ocean Drive, Unit 2
Miami Beach, Florida 33139

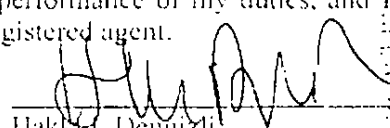
FRESH ON FIFTH, LLC.
a Florida limited liability company

By:


Hakki I. Dengzli, Manager

ACCEPTANCE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent of FRESH ON FIFTH, LLC, a Florida limited liability company and to accept services of process for the Company at the place designated in the Articles of Organization, as amended and restated, 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Hakki I. Dengzli

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