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VIA FEDEX (standard overnight)

December 6, 2006

Amendment Section
Division of Corporations, State of Florida
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Gelato Grotto, LLC

Dear Sir or Madam:

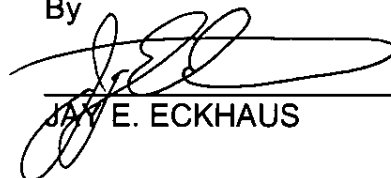
Kindly find enclosed the Amended and Restated Articles of Organization of Gelato Grotto, LLC, document #L06000046724 executed by all of the members of the limited liability company. Also enclosed is check for \$25 filing fee.

A self-addressed prepaid envelope is attached so that you may return the filing receipt to me.

Sincerely,

JAY E. ECKHAUS, P.A.

By


JAY E. ECKHAUS

Enclosures

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
GELATO GROTTO, LLC**

(1) Original Filing Date. The Articles of Organization of Gelato Grotto, LLC were filed with the Division of Corporations, Florida Department of State on April 28, 2006 and assigned document number L06000046724.

(2) Name. The name of the limited liability company is Gelato Grotto, LLC ("Company").

(3) Address of Principal Office. The address of the initial principal office of the Company is:

9121 North Military Trail
Suite 107
Palm Beach Gardens
Florida 33410

(4) Member Managed Limited Liability Company. The Company shall at all times be a member-managed limited liability company.

(5) Operating Agreement/Limitation of Authority/Asset Management/Licensing Authority. The affairs and management of the Company, including, but not limited to, the authority, rights, obligations and duties of Members and Managing Members, the terms of service of a Managing Member, the transfer of a Member's interest in the Company, the admitting of new Members, limitations on the authority of Managing Members and indemnification of members and other parties are governed by the provisions of the Operating Agreement, which Operating Agreement may be amended, restated or revised from time to time as provided for therein. The following are excerpts from certain provisions of the Operating Agreement:

(a) "...the business and affairs of the Company shall be managed by the Members acting through their respective representatives on the Management Committee.

(b) "SOUTH GELATO, LLC and JJS GELATO, LLC acting through such members' designees Diego Sadler and Jerome J. Spunberg shall have the exclusive right without the approval of, or consultation with, the Management Committee, (excluding only requiring additional capital contributions of the Members, which shall be the exclusive province of the Management Committee) to exercise on behalf of the Company any and all rights relating to the asset management of the Company, including, but not limited to, arranging for methods of financing, (including opening bank accounts and writing checks and drafts), execution of contracts, signing of leases, applying for licenses and permits."

(6) Certain Addresses. The addresses of Diego Sadler and Jerome J. Spunberg are:

Diego Sadler
c/o South Gelato, LLC
2709 Tecumseh Drive
West Palm Beach, FL 33409

Jerome J. Spunberg
c/o JJS Gelato, LLC
39 St. George Place
Palm Beach Gardens, FL 33418

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(7) Effective Date. The effective date of these Amended and Restated Articles of Organization shall be date that these Amended and Restated Articles of Organization are filed with the Secretary of State of the State of Florida.

(8) Registered Agent. The name and the Florida street address of the registered agent are:

Jay E. Eckhaus, Esq.
9121 North Military Trail
Suite 107
Palm Beach Gardens, Florida 33410

These Amended and Restated Articles of Organization of Gelato Grotto, LLC are hereby executed by all of the respective Members on the dates indicated below.

SOUTH GELATO, LLC

By

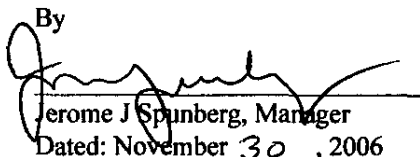


Diego Sadler, Manager

Dated: November 30, 2006

JJS GELATO, LLC

By



Jerome J. Spunberg, Manager

Dated: November 30, 2006

NORTH GELATO, LLC

By

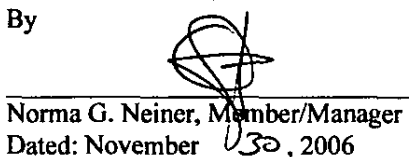


Diego Sadler, Manager

Dated: November 30, 2006

GIARDINETTO II, LLC

By



Norma G. Neiner, Member/Manager

Dated: November 30, 2006

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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 as provided for in Chapter 608, F.S.



Jay E. Eckhaus, Esq.

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