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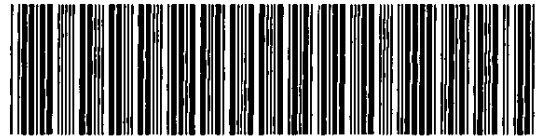
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN 27 PM 4:16

APPROVED
AND
FILED

Jay E. Eckhaus, P.A.
Attorney At Law

Member of the Florida, New York and Ohio Bars

Gardens Professional Center
9121 North Military Trail
Suite 107
Palm Beach Gardens, FL 33410

Telephone: 561.630.4800
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jeckhaus@eckhaus.com

VIA FEDEX (priority overnight)

June 23, 2006

State of Florida
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Attention: Domestic Charter Filing Division

Re: South Gelato, LLC

Dear Sir or Madam:

Please find attached the Charter for the above referenced domestic limited liability company together with a check for the \$125 filing fee.

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

Thank you.

Sincerely,

JAY E. ECKHAUS, P.A.

By


JAY E. ECKHAUS

Enclosures: (1) Signed Charter
(2) Check
(3) Return envelope

**ARTICLES OF ORGANIZATION
OF
SOUTH GELATO, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is

SOUTH GELATO, LLC

(hereinafter, "Company").

**ARTICLE II
ADDRESS**

The address of the initial principal office of the Company is:

2709 Tecumseh Drive
West Palm Beach, FL 33409

**ARTICLE III
MANAGER-MANAGED COMPANY
INITIAL MANAGER**

The Company shall at all times be a Manager-Managed Company operated and managed pursuant to a written Operating Agreement ("Operating Agreement").

The initial Manager shall be:

Diego Sadler
2709 Tecumseh Drive
West Palm Beach, FL 33409

who shall serve until a successor is named pursuant to the Operating Agreement.

**ARTICLE IV
OPERATING AGREEMENT**

The affairs and management of the Company, including, but not limited to, the authority, rights, obligations and duties of the Manager and Members, the terms of service of the Manager, the transfer of a Member's interest in the Company, the admitting of new Members, limitations on the authority of the Manager, if any, and indemnification of the Manager and Members and other parties are governed by the provisions of the Operating Agreement, which Operating Agreement and these Articles of Organization, may be amended, restated or revised from time to time as provided for therein.

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**ARTICLE V
EFFECTIVE DATE**

The effective date of these Articles of Organization shall be the date these Articles are filed with the Secretary of State of the State of Florida.

**ARTICLE VI
REGISTERED AGENT**

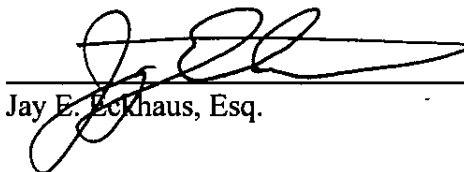
The name and the Florida street address of the registered agent are:

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



Jay E. Eckhaus, Esq.
Authorized Representative
Office and Post Office Address
9121 North Military Trail
Suite 107
Palm Beach Gardens, FL 33410
561.630.4800
Facsimile 561.296.4848

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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TALLAHASSEE, FLORIDA

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