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**FLORIDA LIMITED LIABILITY CO.  
Peterbrooke Chocolate Factory, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
PETERBROOKE CHOCOLATE FACTORY, LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Peterbrooke Franchising of America, LLC (the "Company"):

1. Name. The name of the Company is Peterbrooke Chocolate Factory, LLC.

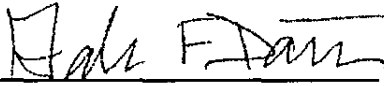
2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 4339 Roosevelt Boulevard, Suite 400, Jacksonville, Florida 32210.

3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

F & L Corp.  
One Independent Drive, Suite 1300  
Jacksonville, Florida 32202

4. Effective Date. Existence shall commence on the date these Articles are executed, except that if they are not filed by the Florida Department of State within five business days after they are executed, existence shall commence upon filing by the Department of State.

**IN WITNESS WHEREOF**, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 6th day of January, 2012.

  
Gardner F. Davis  
Authorized Representative

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### ACCEPTANCE BY REGISTERED AGENT

The undersigned, a corporation resident in the State, having been named in Section 3 of Articles of Organization of Peterbrooke Chocolate Factory, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

F & L CORP.

By: Emerson M. Lotzia  
Emerson M. Lotzia  
Authorized Signatory

EXECUTED as of the 6th day of January, 2012.

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