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RAVINIA DRIVE • SUITE 1600 • ATLANTA, GEORGIA 30346-2108

⑥ \$28 FOR LLC  
00855-00647-02963

August 7, 2002

W02-23521

MJH

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

600007082596--7  
-08/13/02--01050--012  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Re: Application by Foreign Limited Liability Company for Authorization to  
Transact Business in Florida and Certificate of Designation of Registered  
Agent for GNB Ice Cream II, LLC

Dear Sir/Madam:

600007082596--7  
-08/13/02--01050--013  
\*\*\*\*100.00 \*\*\*\*100.00

Enclosed please find the Application by Foreign Limited Liability Company for  
Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent  
for GNB Ice Cream II, LLC for immediate filing with your office. Also enclosed are two checks  
totaling \$125.00 for the fees associated with the filing of these documents. Please forward to my  
attention at the address listed above confirmation of the filings with your office. Please do not  
hesitate to contact me should you have any questions.

Sincerely,

  
Jay Hicks

Enclosures

FILED  
02 AUG 28 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FF \$125.00



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

August 14, 2002

JAY HICKS  
DOW, LOHNES & ALBERTSON, PLLC  
ONE RAVINA DRIVE, SUITE 1600  
ATLANTA, GA 30346-2108

SUBJECT: GNB ICE CREAM II, LLC  
Ref. Number: W02000023521

We have received your document for GNB ICE CREAM II, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 702A00048201

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. GNB Ice Cream II, LLC  
(Name of foreign limited liability company)
2. Georgia 3. 06-1639304  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 18, 2002 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. August 15, 2002  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 620 Falls Lake Drive  
Alpharetta, GA 30022  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

Barry Gold

620 Falls Lake Drive


Alpharetta, GA 30022

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02 AUG 28 AM 8:58  
RECEIVED  
TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Real Property Ownership

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

= Chester H. Arter, III, Esquire, Attorney-In-Fact  
Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

GNB Ice Cream II, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

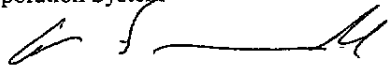
Plantation

FL 33324

City/State/Zip

*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.*

C T Corporation System



(Signature)

**Allan Farnell, Vice President**

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER : 0236046  
DATE INC/AUTH/FILED: 07/18/2002  
JURISDICTION : GEORGIA  
PRINT DATE : 08/26/2002  
FORM NUMBER : 211

DOW, LOHNES & ALBERTSON  
DOW, LOHNES & ALBERTSON  
ONE RAVINIA DRIVE, SUITE 1600  
ATLANTA, GA 30346

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

**GNB ICE CREAM II, LLC**  
**A GEORGIA LIMITED LIABILITY COMPANY**

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20020826203717895



*Cathy Cox*  
Cathy Cox  
Secretary of State