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December 9, 2002

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

Re: Order #: 5736027 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

NBLE, LLC (DE)
Registration
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY NBLE, LLC FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

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TALLAHASSEE, FLORIDA

1. The name of the foreign limited liability company is NBLE, LLC.

2. The Company is organized under the laws of the State of Delaware.

3. The Company's date of organization is November 14, 2002.

4. The duration of the Company is perpetual.

5. The Company has not yet transacted business in the State of Florida.

6. The street address of the principal office of the Company is 15438 North Florida Avenue, Suite 200, Tampa, FL 33613.

7. The Company is a member-managed limited liability company.

8. The usual business address of the managing members or managers are as follows:

NAME	POSITION	ADDRESS
Nicole DeBartolo-Heldfond	President and Chief Manager	15438 North Florida Avenue Suite 200 Tampa, FL 33613
Lisa DeBartolo	Vice President	15438 North Florida Avenue Suite 200 Tampa, FL 33613
Steve Green	Treasurer	15438 North Florida Avenue Suite 200 Tampa, FL 33613
Keith Lenhart	Assistant Treasurer	15438 North Florida Avenue Suite 200 Tampa, FL 33613
Benjamin Heldfond	Secretary	15438 North Florida Avenue Suite 200 Tampa, FL 33613

Eddy Midyett	Assistant Secretary	15438 North Florida Avenue Suite 200 Tampa, FL 33613

9. Attached is an original Certificate of Existence, no more than ninety (90) days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Company is organized.

10. The nature of the business or purposes to be conducted or promoted in Florida is the ownership, management and development of stores for the sale of frozen confectionaries.

Dated as of this 14th day of November, 2002.

NBI/E, LLC

By: Nicole DeBartolo Heldfond

NICOLE DeBARTOLO-HELDFOND,
President and Chief Manager

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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. Then name of the limited liability company is NBLE, LLC.

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

Lisa DeBartolo
15438 North Florida Avenue
Suite 200
Tampa, FL 33613

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 here 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, Florida Statutes.

Dated as of this 14th day of November, 2002.

LISA DeBARTOLO

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NBLE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2122234

DATE: 12-03-02