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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2006

ROBERT A. BILTEKOFF, ESQ.
333 INTERNATIONAL DR., STE B-4
WILLIAMSVILLE, NY 14221

SUBJECT: CIAO BELLA FRANCHISE SYSTEMS, LLC
Ref. Number: W06000010564

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We have received your document for CIAO BELLA FRANCHISE SYSTEMS, 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 your document, along with 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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 806A00014992

LIPMAN & BILTEKOFF, LLP

ATTORNEYS AT LAW
333 INTERNATIONAL DRIVE
SUITE B-4
WILLIAMSVILLE, NEW YORK 14221-5726

ALLAN R. LIPMAN*
ROBERT A. BILTEKOFF**
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(716) 633-3200
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OF COUNSEL:

GARY BLUESTEIN
DEBORAH J. MUHLBAUER

*ALSO ADMITTED IN FLORIDA
**ALSO ADMITTED IN MASSACHUSETTS

March 13, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

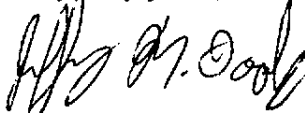
Re: *Ciao Bella Franchise Systems, LLC*
Ref. Number: W06000010564

Dear Sir or Madam:

Enclosed please find a Certificate of Good Standing for Ciao Bella Franchise Systems, LLC and a letter from your department, dated March 7, 2006, requesting such Certificate of Good Standing. Please proceed with processing Ciao Bella Franchise System, LLC's application to transact business in the State of Florida.

If you have any questions, please feel free to contact me.

Very truly yours,



Jeffrey M. Dooley

JMD/baw
Enclosures

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ciao Bella Franchise Systems, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Robert A. Biltekoff, Esq.

(Name of Person)

Lipman & Biltekoff, LLP

(Firm/Company)

333 International Drive, Suite B-4

(Address)

Williamsville, New York 14221

(City/State and Zip Code)

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For further information concerning this matter, please call:

Robert A. Biltekoff, Esq.

(Name of Person)

at (716) 633-3200

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

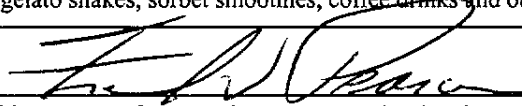
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Ciao Bella Franchise Systems, LLC
(Name of Foreign Limited Liability Company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-3488428
(FEI number, if applicable)
4. September 15, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Not Applicable
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 231 40th Street
Irvington, New Jersey 07111
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Frederick W. Pearce, 231 40th Street, Irvington, New Jersey 07111
Charles Apt, 231 40th Street, Irvington, New Jersey 07111

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: Sale of franchises to sell gelato,
sorbet, frozen desserts, gelato shakes, sorbet smoothies, coffee drinks and other food and beverage items.


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.)
Frederick W. Pearce

Typed or printed name of signee

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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. The name of the Limited Liability Company is:

Ciao Bella Franchise Systems, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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2006 MAR 17 PM 3:52

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, Florida Statutes.

Corporation Service Company

By: 

(Signature)

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

State of New York
Department of State } ss:

I hereby certify, that CIAO BELLA FRANCHISE SYSTEMS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 09/15/2005, and that the Limited Liability Company is existing so far as shown by the records of the Department.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 06th day of March two
thousand and six.*



Special Deputy Secretary of State

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