

P03000055135

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

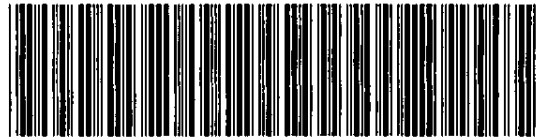
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amended
Restated
@ 3/4/09

SCOTT C. KERN,
ATTORNEY AT LAW, LLC

SCOTT C. KERN
LORINDA CHURCH

scott@scottkernlaw.com
lorinda@scottkernlaw.com

January 30, 2009

Ms. Irene Albritton
Regulatory Specialist II
Florida Department of State
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FROOTS FRANCHISING COMPANIES, INC.
Ref. No.: P03000055135

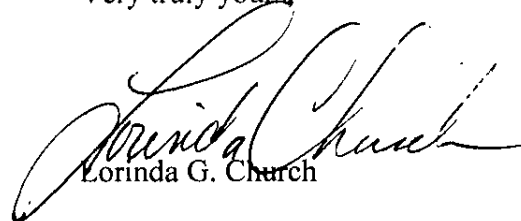
FROOTS, INC.
Ref. No.: P01000097580

Dear Ms. Albritton:

I have enclosed the original Adoption documents and Amended and Restated Articles of Incorporation for Froots Franchising Companies, Inc. and Froots, Inc.

Your office is already in receipt of the filing fees. Should you have any questions or require anything further, please do not hesitate to contact me.

Very truly yours,



Lorinda G. Church

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 14, 2009

SCOTT C. KERN, ATTORNEY AT LAW, LLC
205 CHURCH STREET
SUITE 321
NEW HAVEN, CT 06510

SUBJECT: FROOTS FRANCHISING COMPANIES, INC.
Ref. Number: P03000055135

We have received your document for FROOTS FRANCHISING COMPANIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must have original signatures.

Photo copies are not acceptable.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 709A00001351

**ACTION OF THE SHAREHOLDERS OF
FROOTS FRANCHISING COMPANIES, INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

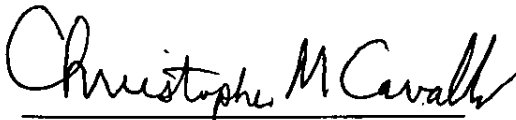
The undersigned, being all of the shareholders of Froots Franchising Companies, Inc. ("the Corporation") do hereby adopt for and on behalf of the Corporation, the following resolution:

RESOLVED that the Amended and Restated Articles of Incorporation of Froots Franchising Companies, Inc., which have been recommended to the shareholders by vote of the Board of Directors of the Corporation, are hereby adopted for and on behalf of the Corporation; and


FURTHER RESOLVED that the management of the Corporation shall file the Amended and Restated Articles of Incorporation with the Secretary of the State of Florida and undertake such other actions as are necessary or appropriate to carry out the intention of these Resolutions.

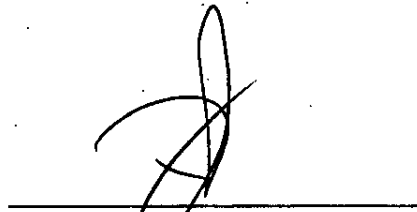
Adopted effective this 15th day of August, 2008.

CMC Irrevocable Trust


By: Christopher M. Cavallo, Trustee


Stefan A. Cavallo


Stephen J. Cavallo


David Lopez

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF FROOTS FRANCHISING COMPANIES, INC.**

Froots Franchising Companies, Inc., a Florida corporation (the "Corporation"), hereby files the following Amended and Restated Articles of Incorporation.

The Corporation was originally incorporated with the filing of its original Articles of Incorporation on May 19, 2003 which Articles were thereafter amended with the filing of Articles of Amendment to Articles of Incorporation in February 23, 2004.

These Amended and Restated Articles of Incorporation has been duly adopted in accordance with the provisions of Florida Statute Section 607.1007, and is hereby amended to read as set forth herein.

- Article I: The name of the Corporation is Froots Franchising Companies, Inc.
- Article II: The principal place of business and mailing address of the Corporation is 9900 Stirling Road, Suite 243, Cooper City, Florida 33024.
- Article III: The purpose of the Corporation is to engage in any lawful action or activity for which corporations may be organized under Florida Statutes Title 36 Business Organizations, Chapter 607 Corporations.
- Article IV: The total number of shares of stock which the Corporation is authorized to issue is 15,000 shares of common stock, no par value (the "Common Stock"). The common Stock is sometimes referred to as the "Capital Stock."
- A. Voting Rights. Each holder of the Common Stock shall have one vote on all matters submitted to the stockholders for each share of Common Stock standing in the name of such holder on the books of the Corporation. No holder of any shares of Common Stock shall have cumulative voting rights.
- B. Preemptive Rights. The stockholders of the Corporation are denied preemptive rights.
- C. Voting Rights and Restrictions. Notwithstanding anything to the contrary, voting rights of Common Stock shall remain subject to any and all rights and restrictions set forth in the prior purchase agreements between the Corporation and shareholder Stephen J. Cavallo and/or shareholder Stefan A. Cavallo
- Article V: The name and address of the Registered Agent is David Lopez, 3601 NW 97 Avenue, Cooper City, Florida 33024.

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DIVISION OF CORPORATIONS

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Article VI:

- A. Directors. The number of directors shall be five. The affirmative vote or, if permitted under these Amended and Restated Articles of Incorporation, consent of the holders of a simple majority of all shares of the stock of the Corporation entitled to vote in the election of directors, considered for the purposes of this Article VI as one class, shall be required for the adoption or authorization of any increase or decrease in the number of directors.

Directors shall be elected at the annual meeting of the stockholders for the term of office to expire at the next succeeding annual meeting of stockholders, with each director to hold office until his or her successor shall have been duly elected and qualified. If authorized by a resolution of the Board of Directors, directors may be elected to fill any vacancy on the Board of Directors regardless of how such vacancy was created.

- B. Stockholder nomination of director candidates and introduction of business. Advanced notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.
- C. Newly created directorships and vacancies. Newly created directorships resulting from any increase in the authorized number of directors may be filled only by the affirmative vote or, if permitted under these Amended and Restated Articles of Incorporation, consent of the stockholders in accordance with the provisions of the Bylaws of the Corporation. Unless the Board of Directors otherwise determines, any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and any director so elected shall hold office for a term expiring at the next annual meeting of the stockholders or until his or her successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the entire Board of Directors shall shorten the term of any incumbent director.
- D. Removal. Any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least a simple majority of the voting power of all the then Common Stock.

Article VII:

- A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the

Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VII, Section A by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

- B. (1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Florida Statutes Title 38, Business Organizations, Chapter 607 Corporations as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorney's fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement including such amounts if required to be paid under the Employee Retirement Income Security Act of 1974, as amended) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in paragraph (2) of this Article VII, Section B with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person only if such proceeding (or part thereof) initiated by such person was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article VII, Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the Florida Statutes Title 38, Business Organizations, Chapter 607 Corporations requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or

officer is not entitled to be indemnified under this Article VII, Section B or otherwise.

(2) If a claim under paragraph (1) of this Article VII, Section B is not paid in full by the Corporation within 30 days after written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Statutes Title 38, Business Organizations, Chapter 607 Corporations to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Statutes Title 38 Business Organizations, Chapter 607 Corporations, nor any actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VII, Section B shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Amended and Restated Articles of Incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

(4) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Statutes Title 38 Business Organizations, Chapter 607 Corporations.

(5) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VII, Section B with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

Article VIII:

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, or in the bylaws, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter provided herein or therein or by statute, and all rights preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by or pursuant to these Amended and Restated Articles of Incorporation or the bylaws in its present form or as amended are granted subject to the rights reserved in this Article IX.

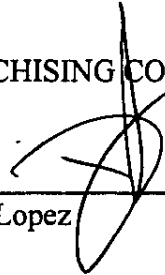
Article IX: The Corporation shall have perpetual duration

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation, having been recommended and approved by unanimous consent of all stockholders and pursuant to the requirements of Florida Statutes Title 38 Business Organizations, Chapter 607 Corporations, has been executed on this 15th day of August, 2008.

FROOTS FRANCHISING COMPANIES, INC.

By: _____

David A. Lopez
President



Attest: _____

Stephen Cayallo
Secretary

