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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Tropical Smoothie of Southwest Florida, Inc.

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T. Hampton FEB 12 2007

**ARTICLES OF INCORPORATION
OF
Tropical Smoothie of Southwest Florida, Inc.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Tropical Smoothie of Southwest Florida, Inc.

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

**Tropical Smoothie of Southwest Florida, Inc.
1712 Sanctuary Pointe Court
Naples, Florida 34110**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**Tropical Smoothie of Southwest Florida, Inc.
1712 Sanctuary Pointe Court
Naples, Florida 34110**

and the name and address of the Corporation's initial registered agent at such address is:

**Andrew Jessen
Tropical Smoothie of Southwest Florida, Inc.
1712 Sanctuary Pointe Court
Naples, Florida 34110**

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

**Andrew Jessen
Tropical Smoothie of Southwest Florida, Inc.
1712 Sanctuary Pointe Court
Naples, Florida 34110**

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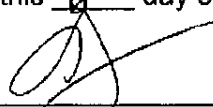
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Terri L. Jessen
Tropical Smoothie of Southwest Florida, Inc.
1712 Sanctuary Pointe Court
Naples, Florida 34110

SIXTH: The name and address of the sole incorporator is:

Andrew Jessen
Tropical Smoothie of Southwest Florida, Inc.
1712 Sanctuary Pointe Court
Naples, Florida 34110

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 6th day of Feb, 2007.



Andrew Jessen
Sole Incorporator

I, **Andrew Jessen**, having been designated to act as registered agent, hereby agree to act in this capacity.



Andrew Jessen
Initial Registered Agent

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