

Articles of Organization
Of
Berry Frozen Assets Holdings, L.L.C.

Pursuant to the Provisions of Section 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE 1

Name

The name of the limited liability company is Berry Frozen Assets Holdings, L.L.C. (the "Company").

ARTICLE 2

Duration

The duration of the Company shall be perpetual unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE 3

Purposes

The purpose for which the Company is the transaction of any lawful business for which a Limited Liability Company may be organized under the Alabama Limited Liability Company Act, including without limitation the operation of a retail frozen yogurt store, leasing store space and/or the acquisition of real estate used in the operation of such business.

ARTICLE 4

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 5254 Cahaba Valley Cove, Birmingham, Alabama 35242 and its registered agent at such address shall be Courtney Mason.

ARTICLE 4

Initial Members and Organizers

The names and addresses of the initial members and organizers are:

Russell Pate	3335 Indian Crest Drive Indian Springs, Al. 35124
Porter Mason	301 Devon Drive Homewood, Al. 35209
Courtney H. Mason	5254 Cahaba Valley Cove Birmingham, Alabama 35242

ARTICLE 5

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE 6

Member Managed

The Company shall be managed by the members unless an administrative member is elected in accordance with the operating agreement.

ARTICLE 7

Operating Agreement

The regulation of the Company's internal affairs, if not set forth herein, shall be governed by the Operating Agreement of the Company, which may be in effect from time to time.

ARTICLE 8

Cessation of Membership

Except as specifically required by any non-waivable provision of the Alabama Limited Liability Act or any provision of the Operating Agreement of the Company, the cessation of membership shall NOT result in the dissolution of the Company.

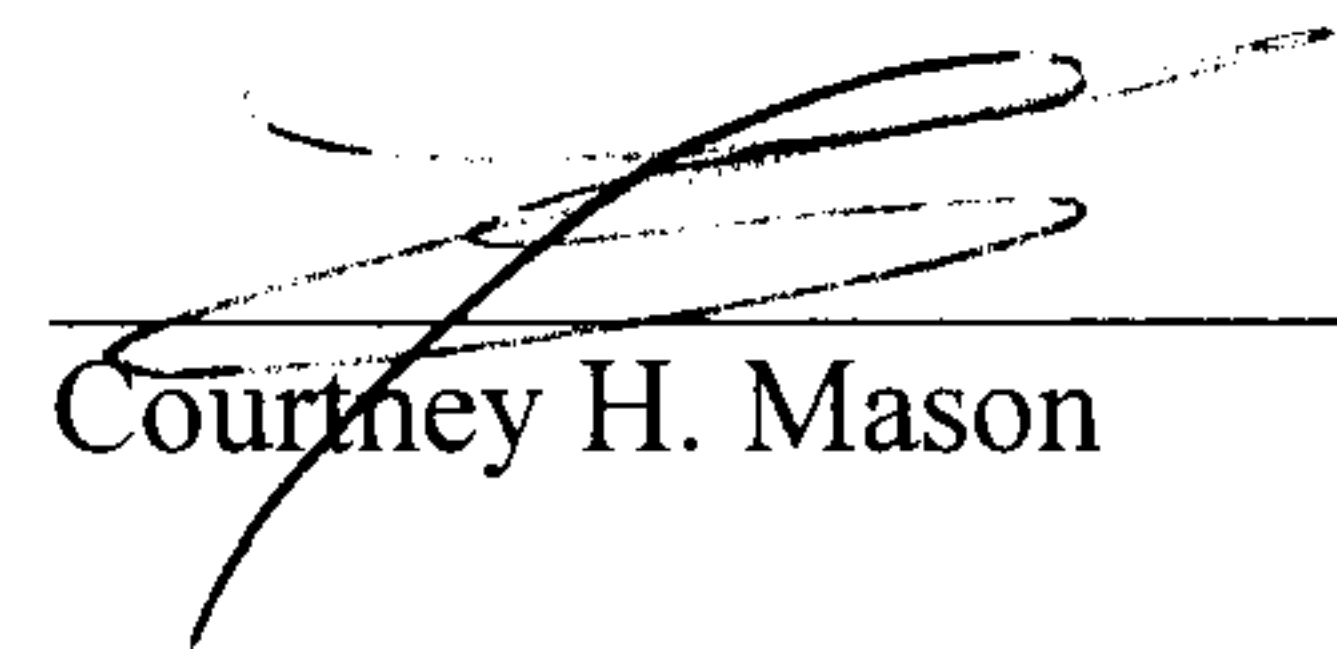
IN WITNESS WHEREOF, these Articles of Organization have been subscribed as of the 22nd
day of June, 2010 by the undersigned members.



Russell Pate



Porter Mason



Courtney H. Mason



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Shelby Cnty Judge of Probate, AL
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