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ARTICLES OF ORGANIZATION
OF
BERRY FROZEN ASSETS LEE BRANCH, LLC

ARTICLE I

Name

The name of the limited liability company is BERRY FROZEN ASSETS LEE BRANCH, LLC (the "Company").

ARTICLE II

Duration

The period of its duration is perpetual.

ARTICLE III

Purposes

The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, without limitation, acquiring, owning, investing, operating, marketing and selling frozen yogurt and food service locations or any interest therein.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 5254 Cahaba Valley Cove in Birmingham, Alabama 35242. The name of its initial registered agent at that address is BERRY FROZEN ASSETS HOLDINGS, LLC.

ARTICLE V

Initial Members

The names and addresses of the Company's sole initial member is BERRY FROZEN ASSETS HOLDINGS, LLC at 5254 Cahaba Valley Cove, Birmingham, Alabama 35242

ARTICLE VI

Admission of Additional Members

Prior to the adoption of an Operating Agreement, the members shall have the right to admit additional members to the Company upon the affirmative vote of members holding at least a majority of the membership interest in the Company. Thereafter, 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 VII

Cessation of Membership

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

ARTICLE VIII

Manager

Management of the Company shall be vested in managers. There shall be one initial manager of the Company and the name and address of the entity which is to serve as such initial manager is elected and begins serving is as follows:

NAME

ADDRESS

BERRY FROZEN ASSETS HOLDINGS, LLC 5254 Cahaba Valley Cove

Birmingham, Alabama 35242

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ARTICLE IX

Regulation of internal affairs

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.

IN WITNESS WHEREOF, these Articles have been subscribed as of the ^{7th}24 day of November, 2010 by the undersigned members.

BERRY FROZEN ASSETS HOLDINGS, LLC

BY: _____

Courtney H. Mason, Jr.

Member

BY: _____

Porter Mason

Member

BY: _____

Russell Pate

Member