

**AMENDED AND RESTATED BY-LAWS
OF
DOC BURNSTEIN'S ICE CREAM LAB, INC.**

PREAMBLE

This document sets forth the Amended and Restated By-laws (the "By-laws") of Doc Burnstein's Ice Cream Lab, Inc, as adopted by its Board of Directors pursuant to the California General Corporation Law. The original of these By-laws, as amended to date, shall be open to inspection by the shareholders of the Corporation at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of California, and the Corporation has no principal office in such state, the Corporation shall, upon written request of any shareholder, furnish to such shareholder a copy of these By-laws, as amended to date.

ARTICLE I. OFFICES

SECTION 1. Principal Executive Office. The principal office for the transaction of business of the corporation (the "principal executive office") shall be at 114 W. Branch Street, Arroyo Grande, California. The Board of Directors may change the location of the principal executive office from one location to another. Any change of its location shall be noted by the Secretary on these By-laws opposite this section, or this section may be amended to state the new location.

SECTION 2. Other Offices. The Board of Directors may establish at any time branch or subordinate offices at any place or places, either within or without the State of California, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. SHAREHOLDERS

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held during of the month of April in each year, at the time designated by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as convenient.

SECTION 2. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by resolution of the Board of Directors, the Chairman of the Board, the President, or at the request of the holders of not less than ten percent (10%) of all the outstanding shares of the corporation entitled to vote on any issue proposed to be considered at the meeting, provided said shareholders sign, date and deliver to the

corporate secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only business within the purpose or purposes described in the meeting notice required by Article II, Section 4 of these By-Laws may be conducted at a special shareholders meeting. In addition, such meeting may be held at any time without call or notice upon unanimous consent of shareholders.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of California unless otherwise prescribed by statute as the place of meeting for any annual meeting or for any special meeting of shareholders. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of California, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of California.

SECTION 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either by mail or by electronic transmission (if authorized by the shareholder, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting), to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. If electronically transmitted, such notice shall be deemed to be delivered when the notice has been transmitted to the email address as it appears on the stock transfer books of the corporation. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

SECTION 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, seventy (70) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 6. Shareholders' List. After fixing a record date, the officer or agent having charge of the share ledger of the corporation shall prepare an alphabetical list of all persons entitled to notice and to represent shares at such meeting, or any adjournment thereof, and said list shall be arranged by voting group and shall show the address of and the number of shares held by each shareholder or representative. The shareholders' list shall be available for inspection and copying during usual business hours by any shareholder beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice. Such list shall be available during the meeting and any shareholder, his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment thereof. The original stock transfer book shall be prime facia evidence as to who are the shareholders entitled to examine such list or transfer book or to vote at any meeting of shareholders.

SECTION 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting in which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 8. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

SECTION 9. Voting of Shares. Subject to the provisions of Section 10 of this Article II, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders. The affirmative vote of a majority of the outstanding shares entitled to vote represented at a shareholders' meeting at which a quorum is present shall be the act of the shareholders of the corporation.

SECTION 10. Voting of Share by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may preserve, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservatory may be voted by him either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 11. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the holders of shares entitled to vote with respect to the subject matter thereof and having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all shares entitled to vote thereon were present and voted, provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given and within the time limits prescribed by law) of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided further, that directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise herein provided.

SECTION 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be no less than five (5) and no more than seven (7), and the exact number of Directors shall be fixed and may from time to time be changed by a resolution adopted by the Board of Directors. After shares have been issued, an amendment to these Bylaws changing the minimum and maximum number of directors may be adopted only by approval of the outstanding shares, as that term is defined in Section 152 of the California Corporations Code, provided, however, that the amendment reducing the fixed number to a number less than five cannot be adopted if the votes cast against its adoption at a meeting of shareholders or the shares not consenting in the case of action by written consent are equal to more than sixteen and two thirds percent (16 2/3%) of the outstanding shares entitled to vote. Each Director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors may be re-elected. The Directors need not be a resident of this state or a shareholder.

SECTION 3. Recognition of Stakeholders. In discharging his or her duties, and in determining what is in the best interests of the Company and its shareholders, a Director shall consider such factors as the Director deems relevant, including, but not limited to, the long-term prospects and interests of the Company and its shareholders, and the social, economic, legal, or other effects of any action on the current and retired employees, the suppliers and customers of the Company or its subsidiaries, and the communities in which the Company or its subsidiaries operate

(collectively, with the shareholders, the “Stakeholders”), together with the short-term, as well as long-term, interests of its shareholders and the effect of the Company's operations (and its subsidiaries’ operations) on the economy of the state, the region and the nation.

Nothing in this Article expressed or implied, is intended to create or shall create or grant any right in or for any person or any cause of action by or for any person.

Notwithstanding the foregoing, any Director is entitled to rely upon the definition of “best interests” as set forth above in enforcing his or her rights hereunder, and under state law and such reliance shall not, absent another breach, be construed as a breach of a Director’s fiduciary duty of care, even in the context of a Change in Control Transaction where, as a result of weighing other Stakeholders’ interests, a Director determines to accept an offer, between two competing offers, with a lower price per share.

SECTION 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law soon after the annual meeting of shareholders. The Board of Directors may also provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chief Executive Officer, President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by notice personally given, mailed or emailed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If electronically transmitted, such notice shall be deemed to be delivered when the notice has been transmitted to the email address on file with the corporation. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting.

SECTION 7. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may, but need not be, filled by an affirmative vote of a majority of the Directors then in office, although such directors may constitute less than a quorum.

SECTION 10. Compensation. By resolution of the Board of Directors, the Directors and Committee members may be paid their expenses, if any, of attendance at each meeting of the Board of Directors or Committee and may be paid a reasonable fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 11. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 12. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of all the directors then in office may create one or more committees, appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Director to serve as alternates. A committee may include members who are not members of the Board of Directors nor Officers of the Corporation.

The Community Advisory Committee may be formed to make recommendation to the Board of Directors on the level and type of community support to be employed by the Corporation. The Community Advisory Committee shall consist of no less than three (3) and no more than five (5) members, to include one or more members of the Board of Directors, one or more employee representatives who are a current or past employee of the Corporation, and one or more members of the community who are not a Board member nor a current or past employee of the Corporation.

A committee may be authorized by the Board of Directors to exercise the authority of the Board of Directors, except as otherwise prohibited by law, any change in stock transfer restrictions, or the election of principal executive officers.

SECTION 13. Informal Action by Board of Directors. Unless otherwise provided by law, any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the corporation shall be a Chairman of the Board, Chief Executive Officer, President, Vice-President, Secretary and Chief Financial Officer/Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. One person may hold two or more offices.

SECTION 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The appointment as an Officer does not of itself create any contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. Chairman of the Board. The Chairman of the Board shall preside at all annual and special meetings of the shareholders and all regular and special meetings of the Board of Directors, shall advise and counsel the Chief Executive Officer and shall be responsible for the administration and management of the area of the business and affairs of the corporation assigned to him or her from time to time by the Board of Directors.

SECTION 6. Chief Executive Officer. The Chief Executive Officer shall be the most senior and principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. President. If the President is a separate person from the Chief Executive Officer, the President shall be the second most senior officer of the corporation after the Chief Executive Officer, shall oversee operations of the corporation and, in collaboration with the Chief Executive Officer, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at staff meetings and present the President's Report at meetings of the Board of Directors. He may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chief Executive Officer or Board of Directors from time to time.

SECTION 8. Vice-President. The Board of Directors may determine when there is a need for a Vice-President or Vice-Presidents. In the absence of the President or in event of his death, unavailability of or refusal to act, a Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 9. Secretary. The Secretary shall: (a) keep the minutes of the shareholders and of the Board of Directors meetings in one or more books provided for the purpose; (b) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (c) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) have general charge of the stock transfer books of the corporation; and (f) in general perform all of the duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 10. Chief Financial Officer/Treasurer. The Chief Financial Officer/Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and in general perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum with such surety or sureties as the Board of Directors shall determine.

SECTION 11. Indemnification. Every person who is or was a Director or officer of the corporation, and any employee or former employee who presently serves or who has served as a fiduciary, shall (together with the heirs, personal representatives and administrators of such person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director, officer, trustee, member of any governing or decision making committee, manager, employee, agent, fiduciary or member of the committee, unless liability was incurred because the person breached or failed to perform a duty that he or she owed to the corporation and the breach or failure to perform constitutes any of the following: (a) a willful failure to deal fairly with the corporation or its shareholders in connection with a matter in which the director or officer has a material conflict of interest; (b) a violation of the criminal law, unless the director or officer has reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; (c) a transaction from which the director or officer derived an improper profit; or (d) willful misconduct.

Determination of whether indemnification is required under this subsection shall be made by a majority vote of the Board of Directors consisting of Directors who are not at the same time

parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two (2) or more Directors who are not at the same time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding including without limitation attorneys' fees reasonably incurred by him or her in connection therewith. The corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the corporation with respect to any action taken or not taken in his or her capacity as such employee.

The foregoing rights of indemnification shall be in addition to all rights to which officers, Directors or employees may be entitled as a matter of law.

SECTION 12. Salaries. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the Chief Executive Officer or President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do. Any or all the signatures on a certificate

representing shares of the corporation may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or an employee of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issuance, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate of such shares, and also, any transfer is subject to the limitations set forth in the Articles of Incorporation, reference to which is hereby made. The corporation may impose a reasonable fee in connection with the transfer of shares of the corporation. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes. Where a certificate for shares is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if a) there were on or with the certificate the necessary endorsements, and b) the corporation had no duty to inquire into adverse claims or has discharged any such duty. The corporation may require reasonable assurance that such endorsements are genuine and effective and compliance with other regulations as may be prescribed by or under the authority of the Board of Directors.

SECTION 3. Restrictions on Transfer. In addition to the restrictions set forth in Section 4 of this Article VI, the Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with the law as it may deem expedient concerning the issue, transfer, redemption and registration of certificates representing shares of the corporation.

SECTION 4. Restrictions on Stock Transfer. No holder of shares of Common Stock may sell, assign, exchange, give, pledge, encumber or otherwise transfer or dispose of, in any manner, either voluntarily or involuntarily, any shares of Common Stock (collectively, a "Transfer"), and the corporation shall not register such Transfer, except in accordance with and subject to this Section 4. Any Transfer of shares of Common Stock not permitted under this Section 4 shall be void and of no effect and the transferee shall have no rights as a stockholder of the corporation and no other rights against or with respect to the corporation. The corporation may, as a condition to a Transfer or the registration of a Transfer of shares of Common Stock permitted under this Section 4, require of such affidavits or other proof as it deems necessary to establish that such a Transfer is permitted under this Section 4.

If a holder of shares of Common Stock intends to make a bona fide voluntary Transfer of shares of Common Stock (except for a Transfer to "immediate family" members by gift or in the event of death, or to a "Qualified Trust" as described below), then such holder shall first give written notice to the corporation through its Secretary of the holder's intent to transfer such shares

of Common Stock (“Offered Stock”), which notice shall describe the proposed Transfer and specify the Offered Stock at issue, the identity of the bona fide transferee, and the consideration and terms of payment, if any (collectively, an “Offering Notice”). After receipt of an Offering Notice by the corporation, the corporation shall have the right to purchase such Offered Stock at a price consistent with the consideration and terms of payment detailed in the Offering Notice for a period of sixty (60) days after receipt of an Offering Notice for a bona fide voluntary transfer.

A holder of shares of Common Stock that is a natural person may transfer such shares of Common Stock to a member of the holder's “immediate family” by gift or in the event of death of the holder, or to a trust to which such person is the primary beneficiary with rights of revocation and the secondary beneficiaries of the shares of Common Stock are immediate family members (a “Qualified Trust”). The term “immediate family” means the spouse, child, mother, father, brothers and sisters, or any lineal descendant of a stockholder.

SECTION 5. Fractional Shares. The corporation shall issue New Shares of Common Stock only in whole shares.

SECTION 6. Common Stock Issues. The Board of Directors may authorize the sale of Shares of Class-A or Class-B Common Stock by Board resolution to “Qualified” or “Unqualified” Investors as appropriate and in accordance with Federal and State security laws and definitions in place at the time of such stock issuance.

ARTICLE VII. VOTING OF SHARES IN OTHER CORPORATIONS

Shares of other corporations standing in the name of this corporation may be voted or represented and all incidents thereto may be exercised on behalf of the corporation by the Chairman of the Board, the Chief Executive Officer, or any other person authorized by resolution of the Board of Directors.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX. DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE X. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE XI. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XII. BOOKS AND RECORDS – STATUTORY AGENT

SECTION 1. Records, Storage and Inspection. The corporation shall keep at its principal office in the State of California, or if its principle executive office is not in the State of California, the original or a copy of the By-Laws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

The corporation shall keep all adequate and correct books and records of account and shall keep minutes of the proceedings of its shareholders, Board of Directors and committees, if any, of the Board of Directors. The corporation shall keep at its principle executive office, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each. Such minutes shall be in written form. Such other books and records shall be kept either in written form, or in any other form capable of being converted into written form.

SECTION 2. Annual Reports. The corporation shall send to each shareholder an annual report consistent with the requirements of California General Corporation Law, Section 1501. The corporation shall also publish an annual Benefit Report in accordance with the guidelines of a Benefit Corporation.

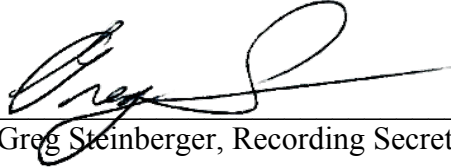
ARTICLE XIII. AMENDMENTS

SECTION 1. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors at any annual Board of Directors meeting or at any special Board of Directors meeting when the proposed amendment has been set out in the notice of such meeting. These By-Laws may also be altered, amended or repealed by a simple majority vote of the shareholders, notwithstanding that these By-Laws may also be amended or repealed by the Board of Directors.

**CERTIFICATE OF SECRETARY
OF
DOC BURNSTEIN'S ICE CREAM LAB, INC.**

I hereby certify that I am the duly elected and acting Secretary of Doc Burnstein's Ice Cream Lab, Inc. and that the foregoing Bylaws, comprising 13 pages including this page, constitute the Bylaws of said corporation as duly adopted by the Board of Directors thereof.

Dated as of October 15, 2018



Handwritten signature of Greg Steinberger in black ink, written over a horizontal line.

Greg Steinberger, Recording Secretary