

FO10000003071

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

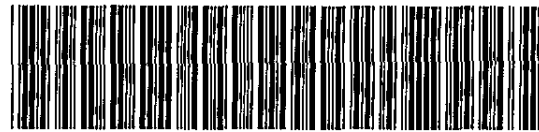
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100036549681

06/28/04--01001--008 **35.00

FILED
04 JUN 28 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/13/04
NIC Amend
change of
jurisdiction

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Shakey's Frozen Custard, Inc.
(Name of corporation)

DOCUMENT NUMBER: F01000003071

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

M. Todd Wood
(Name of person)

Shake's Frozen Custard, Inc.
(Name of firm/company)

244 W. Dickson
(Address)

Fayetteville, AR 72701
(City/state and zip code)

For further information concerning this matter, please call:

M. Todd Wood at (479) 587-9115
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000003071
(Document number of corporation (if known))

1. Shakey's Frozen Custard, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Missouri (Incorporated under laws of) 3. June 4, 2001 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 5, 2001

5. Shake's Frozen Custard, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Arkansas
(New jurisdiction)

FILED
04 JUN 28 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corey Osborne
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Corey Osborne
(Typed or printed name of person signing)

03/26/04
(Date)

President
(Title of person signing)

NO 182119

01 OCT -1 PM 2:26

SHARON PRIEST
SECRETARY OF STATE
STATE OF ARKANSAS



Arkansas Secretary of State Sharon Priest

State Capitol • Little Rock, Arkansas 72201-1094 • 501.682.3409

BY DP

Application for Transfer of Jurisdiction to Arkansas

(Please type or print)

Pursuant to the provisions of the Arkansas Business Corporation Act of 1987, the undersigned as the duly authorized and acting president, secretary, treasurer, superintendent or managing agent in the State of Arkansas of the foreign corporation named below (the "corporation") for which this statement is submitted, under oath hereby states:

1. The name of the corporation is: Shakey's Frozen Custard, Inc.

1b. The fictitious name to be used in this state IF the corporate name is not available for use is: _____

(A copy of the resolution of the board of directors certified by its secretary adopting the use of a fictitious name is required for filing)

2. The previous jurisdiction under whose laws the corporation was incorporated is: _____
Missouri October 6, 1999 Perpetual
(State, Territory or Country) (Date incorporated) (Period of Duration)

3. The nature of the business of the corporation and the object or purposes proposed to be transacted or promoted by the corporation in Arkansas are as follows:
(a) The primary purpose of the Corporation shall be to operate eating establishments, and
(b) To conduct any business enterprise not contrary to law, and
(c) To exercise all of the powers enumerated in Section 4-27-302 of the Arkansas Business Corporation Act of 1987.

4. The registered agent of this corporation shall be Corey Osborne
whose registered office address (physical Arkansas address only) is:
244 W. Dickson Fayetteville Arkansas 72701
(Street Address) (City) (State) (ZIP)

5. The number of shares which the corporation has the authority to issue is 30,000 shares. The designation of each class, the number of shares of each class, or a statement that the shares are without par value are as follows:

Number of shares	Class	Series (if any)	Par value per share
30,000	Common Stock		No par value

6. The foreign corporation shall deliver with this application a certified copy (dated within 60 days) of its original or restated articles and all amendments subsequent to the latest restatement which were filed in the previous jurisdiction and an original Certificate of Good Standing from the original state of jurisdiction not dated more than 30 days prior to the date of filing in this State.

Executed this 28th day of September 2001

Shakey's Frozen Custard, Inc. _____
Corporate Name Signature Title (President or Vice President)

ATTEST: Debra Osborne
Signature Title (Secretary or Assistant Secretary)



Arkansas Secretary of State Sharon Priest

FILED
CORPORATIONS DIVISION
CP-182119
00 MAR -3 PM 4:01

State Capitol • Little Rock, Arkansas 72201-1094 • 501.682.1010

SHARON PRIEST
SECRETARY OF STATE
STATE OF ARKANSAS
BY [Signature]
Little Rock, Arkansas 72201-1094

Corporations Division

State Capitol

Application for Certificate of Authority (Please type or print)

Pursuant to the provisions of Arkansas Code of 1987 Annotated, the undersigned as the duly authorized and acting president, secretary, treasurer, superintendent or managing agent in the State of Arkansas, of the foreign corporation named below (the "corporation") for which this statement is submitted, under oath hereby state:

- 1a. The name of the corporation is: Shakey's Frozen Custard, Inc.
- 1b. Fictitious name to be used in Arkansas: _____

(The corporation may use a fictitious name to transact business in Arkansas if its real name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution of its board of directors certified by its secretary adopting a fictitious name.)

- 2. The state, territory or foreign country under whose laws the corporation was incorporated is:

Missouri

- 3. Date Incorporated October 6, 1999 Period of Duration: perpetual

- 4. The nature of the business of the corporation and the object or purposes to be transacted, promoted or carried on by it are:

Selling custard

- 5. The address of the general office or place of business of the corporation in Arkansas is designated to be:

2835 North College Ave. Fayetteville Arkansas 72703
(Street Address) (City) (State) (Zip)

- 6. The name and address of the registered agent of the corporation upon whom Service of Process is authorized to be in Arkansas is:

Corey Osborne
(Name)
2835 North College Ave. Fayetteville Arkansas 72703
(Street Address) (City) (State) (Zip)

- 7. The address of the general office or principal place of business of the corporation is:

1102 Rangeline Joplin Missouri 64801
(Street Address) (City) (State) (Zip)

- 8. The number and par value, if any, of shares of the corporation's capital stock owned or to be owned by residents of Arkansas:

none

- 9. Value of Assets in Arkansas \$ 100,701

Total value of all Assets (including Arkansas) \$ 216,595

- 10. The foreign corporation shall deliver with the completed application a certificate of existence (or document of similar import) duly authorized by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated.

- 11. A filing fee of \$300.00 is submitted herewith in accordance with Act 958 of 1987.

Witness the hand and seal of the corporation executed under oath by the undersigned in behalf of the corporation on this the

20th day of December, 1999

Shakey's Frozen Custard, Inc.
(Name of Corporation)

[Signature]
(Signature of Authorized Officer)

President
(Title of Position Held by Authorized Officer)

FILED
CORPORATIONS DIVISION
NO. 182119
01 OCT -5 PM 1:47
SHARON PRIEST
SECRETARY OF STATE
STATE OF ARKANSAS
BY: *[Signature]*



Arkansas Secretary of State Sharon Priest

State Capitol • Little Rock, Arkansas 72201-1094 • 501.682.1010

ARTICLES OF CORRECTION

Date incorporated or authorized to transact business: October 1, 2001 FOREIGN DOMESTIC

The undersigned as Chairman of the Board, President or other officer (if directors have not been selected, the incorporator may execute) of Shake's Frozen Custard, Inc.

a corporation existing under and by virtue of the laws of the State of Arkansas, hereby certify in compliance with the Arkansas Business Corporation Act (Act 958 of 1987) that:

1. On October 1, 2001, the corporation filed Articles of Amendment with the Arkansas Secretary of State. Such document (contains an incorrect statement) type of document

Article One of the Articles of Incorporation is hereby amended in its entirety to read as follows:
"The name of the corporation is Shakey's Frozen Custard, Inc."

2. The defective execution of such document is hereby corrected by the corporation executing these Articles of Correction. The incorrect statement set forth above should be corrected to read as follows:

Article One of the Articles of Incorporation is hereby amended in its entirety to read as follows:
"The name of corporation is Shake's Frozen Custard, Inc."

The Corporation has caused its corporate name to be subscribed by an authorized officer who hereby verifies that the statements contained in the foregoing Articles of Correction are true and correct to the best of (his) (her) knowledge and belief, on this 4th day of October.

By: *[Signature]* PRESIDENT & CEO
Signature and Title

**ARTICLES OF AMENDMENT
OF
SHAKEY'S FROZEN CUSTARD, INC.**

FILED
CORPORATIONS DIVISION

NO. 182119

01 OCT -1 PM 2:28

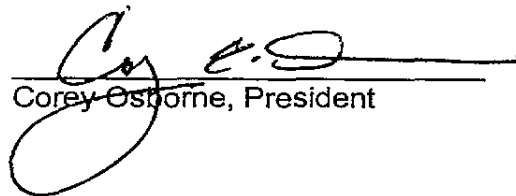
SHARON PRIEST
SECRETARY OF STATE
STATE OF ARKANSAS

BY [Signature]

The undersigned, pursuant to the applicable provisions of Act 958 of 1987, the Arkansas Business Corporation Act, sets forth the following:

1. The name of the corporation is Shakey's Frozen Custard, Inc. and is duly organized and existing under and by virtue of the laws of the State of Arkansas.
2. Article One of the Articles of Incorporation is hereby amended in its entirety to read as follows: "The name of the corporation is Shakey's Frozen Custard, Inc."
3. Article Two of the Articles of Incorporation is hereby amended in its entirety to read as follows: "The registered office of the corporation shall be located at 244 W. Dickson, Fayetteville, Arkansas 72701, and the registered agent at such address shall be Corey Osborne."
4. The amendments to the Articles of Incorporation were adopted on September 28, 2001.
5. Two undisputed votes were cast for the amendments by the common stockholders and no common stockholders voted against the amendments. The number of shares voting in favor of the amendment was sufficient to adopt the amendments.

IN WITNESS WHEREOF, the undersigned president of this corporation has executed these Articles of Amendment on September, 28, 2001.



Corey Osborne, President