1)20000/7725 PM 3:3 ACCOUNT NO. : 072100000032 REFERENCE: 390485 85786A

AUTHORIZATION ____

ORDER DATE: February 15, 2002

ORDER TIME : 12:54 PM

ORDER NO. : 390485-005

CUSTOMER NO: 85786A

500004931195--9

CUSTOMER: Mary A. Adams, Legal Asst

Ronald S. Webster, Esq

Royal Palm Mall

985 North Collier Boulevard

Marco Island, FL 34145

DOMESTIC FILING

NAME:

SWEET ANNIE'S, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

J. BRYAN FEB 1 5 2002

ARTICLES OF INCORPORATION

OF

SWEET ANNIE'S, INC. A NEW FLORIDA CORPORATION

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is: SWEET ANNIE'S, INC., a new Florida Corporation. The mailing and business address of the corporation is: 692 Bald Eagle Drive, Marco Island, FL 34145.

ARTICLE II

The general nature of the business is an ice cream shop.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation. Shares shall consist of one class only.

ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The street address of the initial registered office of this corporation is Royal Palm Mall, 985 N. Collier Blvd., Marco Island, FL 34145, and the name of its initial Resident Agent is Ronald S. Webster.

ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Director.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VIII

The initial subscriber, incorporator and officers are:

GARY E. BEEBE 8315 Whisper Trace Way C-202 Naples, FL 34114

President, Treasurer Subscriber and Shareholder

VICTORIA M. BEEBE 8315 Whisper Trace Way C-202 Naples, FL 34114 Vice-President, Secretary Subscriber and Shareholder

ARTICLE IX

The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholders before sale to a third person.

ARTICLE X

These Articles may be amended only by a unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-Laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.

GARY E. BEEBE

President, Treasurer,

Subscriber and Shareholder

VICTORIA M. BEEBE

Vice-President, Secretary,

Subscriber and Shareholder

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOMP PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said act.

First----That SWEET ANNIE'S, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida, has named RONALD S. WEBSTER, with offices located at Royal Palm Mall, 985 N. Collier Boulevard, Marco Island, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Ronald S. Webster Resident Agent