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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 390485 85786A
AUTHORIZATION
COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : February 15, 2002
ORDER TIME : 12:54 PM
ORDER NO. : 390485-005
CUSTOMER NO: 85786A

500004931195--8

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: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 15 2002

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TALLAHASSEE, FLORIDA

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 I

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

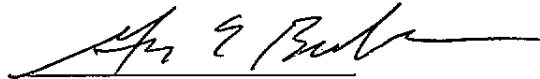
The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholders before sale to a third person.

ARTICLE X

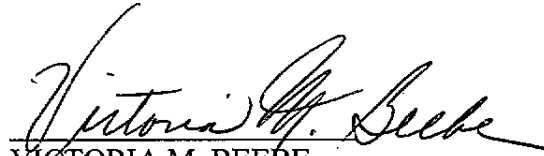
These Articles may be amended only by a unanimous consent of the stockholder.

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

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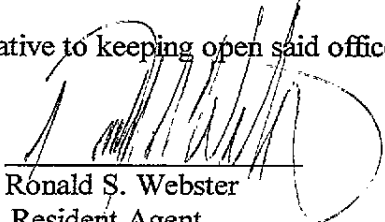
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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