

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000014115

American Scoop,
Inc.

700002428747--9
-02/12/98--01050--006
****122.50 ****122.50

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

98 FEB 12 AM 11:53

FILED

RECEIVED

98 FEB 12 AM 11:13

MC 2-12-98

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

2/12/98 10:40

**ARTICLES OF INCORPORATION
OF
AMERICAN SCOOP, INC.**

FILED
98 FEB 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: American Scoop, Incorporated.
The principal office and mailing address of this corporation is: 1900 Sunset Harbour Drive, Suite 2009, Miami, Florida 33139.

ARTICLE II - CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 Sunset Harbour Drive, Suite 2009, Miami, Florida 33139 and the name of the initial registered agent at that address is Edward Squire.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial member of the Board of Directors of this corporation is:

Edward Squire
President
1900 Sunset Harbour Drive
Suite 2009
Miami, FL 33139

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation:

Edward Squire
President
1900 Sunset Harbour Drive
Suite 2009
Miami, FL 33139

ARTICLES VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expense (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

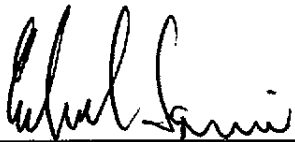
D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as

to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of February, 1998.

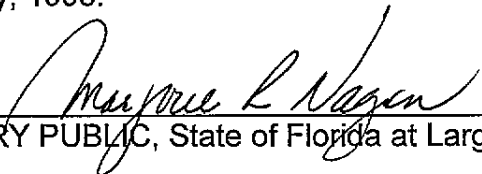


Edward Squire
Incorporator

STATE OF FLORIDA)
):SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Edward Squire who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 11th day of February, 1998.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

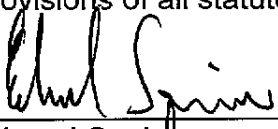


CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034 FLORIDA STATUTES, (1985), as may be amended, the following is submitted:

That, American Scoop, Inc., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 1900 Sunset Harbour Drive, Suite 2009, Miami, FL 33139, and the name of the initial registered agent at that address is Edward Squire, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Edward Squire hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of their duties.



Edward Squire

STATE OF FLORIDA)
):SS
COUNTY OF DADE)


BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Edward Squire who is personally known to me and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 11th day of February, 1998.



NOTARY PUBLIC, State of Florida at Large

My commission expires:

 Marjorie R Nagin
My Commission CC699146
Expires December 1, 2001

FILED
98 FEB 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA