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February 8, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Old Fashioned Ice Cream Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

__x__ $70.00	_____$78.75	_____$122.50	_____$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy (Additional Copy Required)	Filing Fee, Certified Copy & Certificate (Additional Copy Required)

FROM: JOHN B. RITCH, ESQUIRE
Overstreet, Miles, Ritch & Cumbie, P.A.
100 Church Street
Kissimmee, FL 34741

FILED
00 FEB 10 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

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CP 2-10-00

ARTICLES OF INCORPORATION

OF

OLD FASHIONED ICE CREAM, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

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ARTICLE I.

The name of this corporation shall be: Old Fashioned Ice Cream, Inc.

ARTICLE II.

The general nature of the business or businesses to be carried on or conducted by said corporation and its general objects and purposes, and among the general and special powers granted and reserved unto the corporation, shall be to participate in the retail and wholesale business of ice cream sale and manufacture.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, power and privileges of ownership, including the right to vote such stock; and

To exercise any of the powers enumerated in Florida Statutes §607.0302 as now or hereafter provided.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred shares at a par value of $ 5.00 per share.

ARTICLE IV.

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the corporation unless such share of stock shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. After the expiration of such time, the shareholder, if the corporation shall not have exercised its option to purchase such share of stock, shall be free to transfer, alienate, or otherwise dispose of such shares of stock without any restrictions whatsoever. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the corporation.

ARTICLE V.

The amount of capital with which this corporation will begin business is not less than Five Hundred and 00/100 ($500.00).

ARTICLE VI.

The corporation is to exist perpetually.

ARTICLE VII.

The initial address and principal registered office of this corporation in the State of Florida is 2795 East Lake Road, Kissimmee, Florida 34744. The initial registered agent of the corporation shall be Cynthia J. Weagraff. The principal office of the corporation is 2795 East Lake Road, Kissimmee, Florida 34744.

ARTICLE VIII.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the by-laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE IX.

The name and street address of the members of the first Board of Directors are:

NAME	ADDRESS
Ronald J. Weagraff	2795 East Lake Road, Kissimmee, Florida 34744
Cynthia J. Weagraff	2795 East Lake Road Kissimmee, Florida 34744

ARTICLE X.

The name and street address of each subscriber of these Articles of Incorporation is:

Ronald J. Weagraff
2795 East Lake Road
Kissimmee, Florida 34744

Cynthia J. Weagraff
2795 East Lake Road
Kissimmee, Florida 34744

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII.

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officer or officers may be entitled as a matter of law.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation and any director or officer or officers, individually or jointly, may be a party to or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director, or directors, or officer, or officers, of this corporation is a party to or are parties to, or have an interest in, such contract, act or association or corporation; and each and every person, who may become a director or officer of this corporation, is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself, or any firm, association or corporation in which he may be in any wise interested.

ARTICLE XIV.

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the corporation. The compensation of the directors of this corporation shall be established by the vote of the stockholders.

DATED this 2nd day of February, 2000

Ronald J. Weagraff

Ronald J. Weagraff

Cynthia J. Weagraff

Cynthia J. Weagraff

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 2 day of February, 2000, by Ronald J. Weagraff and Cynthia J. Weagraff who have produced Driver's License as identification.

MARIA L. AVILES
MY COMMISSION # CC 861651
EXPIRES: October 10, 2003
Bonded Thru Notary Public Underwriters

Maria L. Aviles

Notary Public, Florida
Name: Maria L. Aviles
Commission No.: CC861651
Commission Expires: 10/10/03

ACCEPTANCE

I, Cynthia J. Weagraff, hereby accept the designation as Registered Agent for Service of Process upon Old Fashioned Ice Cream, Inc. desiring to organize under the laws of the State of Florida, with its registered office at 2795 East Lake Road, Kissimmee, Florida 34744, hereby accepts to act as Registered Agent for said corporation, and agree to comply with the provisions of the Florida Statutes, to keep open said office and upon whom process may be served.

Cynthia J. Weagraff

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SECRETARY OF STATE
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