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FILED
APR 24 PM 6:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 20, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

600003220886-4
-04/24/00-01122-006
****122.50 ****78.75

Re: Flavor Factory, Inc.

Gentlemen:

Please find enclosed in duplicate and in executed form the Articles of Incorporation for Flavor Factory, Inc.

I would appreciate it very much if you would file the original Articles and attach your certification to the duplicate and return same to this office.

I enclose a check in the amount of \$122.50 to cover the filing fee, filing tax, the certified copy of the Articles, corporate privilege tax and the fee for registration of the name of the registered agent.

Thank you.

Very truly yours,

Richard M. Robbins

RMR/mcs
Enclosures

ARTICLES OF INCORPORATION

OF

FLAVOR FACTORY, INC.

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TALLAHASSEE FLORIDA

The undersigned, RICHARD D. MARTIN, does hereby associate himself for the purpose of becoming incorporated under and by virtue of the laws of the State of Florida and particularly the general corporation law of the State of Florida of 1925 and any laws amendatory thereof or supplementary thereto.

ARTICLE I. NAME

The name of the corporation shall be FLAVOR FACTORY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be:

A. To engage in the retail sale of ice cream of all kinds and related products throughout the State of Florida.

B. To carry out and otherwise exercise all of the general powers set forth in Florida Statute 607.0302.

ARTICLE III. CAPITAL STOCK

A. The total number of shares of authorized capital stock of this corporation shall be Five Thousand (5,000) shares of common stock and each share shall have a par value of One (\$1.00) Dollar and shall be fully paid and non-assessable.

B. One Thousand (1,000) shares of the stock shall be issued at the commencement of corporate existence. The remaining shares of stock shall remain unissued by the corporation, and such shares shall be retained for the purpose of future expansion, acquisition or other purposes as may be determined by the Board of Directors.

C. 1. The consideration for the issuance of said shares of stock or any part thereof, shall be money current of the United States of America or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board; but a determination concerning the issuance of certain of the corporation's shares of stock shall not in anyway fix or determine the value of the shares later to be issued out of the remaining authorized but unissued stock.

2. Whenever any shares or share of stock are issued in consideration of payments to be made in property or services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board of Directors or at any special meeting for which the fixing of that value is one of the purposes for which the meeting

is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomever in dealing with the corporation and the stockholders thereof. Any and all shares of stock of this corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all of the shares of the corporation's stock shall be fully paid and non-assessable.

D. All shares of the capital stock of this corporation shall be issued in every case subject to the following restrictions and conditions:

1. If any stockholder desires to dispose of any of her/his stock of the corporation during her/his lifetime, she/he shall first give written notice to that effect to the corporation and to the other stockholders. Thereafter the corporation shall have sixty (60) days after receipt of such notice to purchase such stock for the price established by the By-Laws and conditions set forth in the By-Laws.

2. Any shares not purchased within the said sixty (60) day period by the corporation shall be offered to the other stockholders at the same price and terms, and each such stockholder shall have the right within (60) days thereafter to purchase such portion of the stock offered for sale as the number of shares owned by him at such time shall bear to the total

number of shares owned by all of the other stockholders; provided, however, in the event that any stockholder does not purchase her/his full proportionate allotment of the stock, the unaccepted stock may be purchased proportionately by the other stockholder(s). If all of the offered stock is not purchased before the expiration of the second sixty (60) day period above stated, the offering stockholder may dispose of any remaining offered shares in any lawful manner, except that she/he shall not sell any shares to any person without first giving the corporation and the other stockholders the right to purchase them at the price and on the terms offered to such other person.

3. As notice of these restrictions and conditions, to all parties, all certificates issued by this corporation shall bear the word "RESTRICTED" prominently placed upon the face of the certificates and shall have set forth thereupon, reference to these restrictions.

4. All of these restrictions and conditions shall be binding without exception on all stockholders, their heirs, executors, representatives, donees and assigns.

ARTICLE IV. INITIAL CAPITAL

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

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner voluntarily dissolved according to law.

ARTICLE VI. ADDRESS

The address of the corporation is: 30826 U. S. Highway 19 N, Palm Harbor, Florida 34684; and the mailing address of the corporation is 30826 U. S. Highway 19 N, Palm Harbor, Florida 34684.

ARTICLE VII. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors. The number of Directors shall be as few as two (2) and not more than six (6).

ARTICLE VIII. DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of Directors may increase or decrease from time to time in accordance with the By-Laws adopted by the stockholders. Directors shall be of legal age and then shall be elected by a majority of the stockholders present and participating at the annual meeting of the corporation and shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified.

B. The names and addresses of the members of the first Board of Directors are:

RICHARD D. MARTIN

30826 U. S. Highway 19 N
Palm Harbor, FL 34684

PATRICIA MARTIN

30826 U. S. Highway 19 N
Palm Harbor, FL 34684

C. Any By-Laws adopted by this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the By-Laws may be amended by the Board of Directors at any regular meeting of said Board or at any special meeting for which such amendment is one of the purposes for which the meeting is held, by a majority of the Board of Directors present. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Board of Directors shall conduct, manage and have complete charge of the business and affairs of the corporation.

D. The Board of Directors shall elect the officers of this corporation, who shall consist of a President, a Vice President, a Secretary and a Treasurer, and, in the discretion of the Board, such other and further officers as may be provided by resolution of the Board of Directors. All officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing term and until their respective successors are duly elected and qualified, unless it is provided in the By-Laws that they shall hold office at the pleasure of the Board of Directors.

ARTICLE IX. REGISTERED AGENT

The initial registered office of the corporation will be located at 30826 U. S. Highway 19 N, Palm Harbor, FL 34684; and the name of the initial registered agent shall be RICHARD D. MARTIN.

ARTICLE X. STOCK CERTIFICATE TRANSFER AGENT

A. Every stockholder shall be entitled to have for stock held by her/him a certificate certifying to the number of shares thereof held of record. The certificates shall be signed by the President and by the Treasurer of the corporation, and sealed with the seal of the corporation.

B. No transfer of stock shall be valid against this corporation, subject to the restrictions above set forth, until it shall have been registered upon the corporation's books and until the person named as the stockholder in the stock certificate shall surrender such stock certificate, and in writing direct the transfer thereof.

C. The corporation shall keep at its office, or at another place easily accessible in the State of Florida, a book to be known as the "Stock Book" containing the names, alphabetically arranged, of every stockholder, showing the number of shares held of record by her/him. The corporation shall act as its own transfer agent.

ARTICLE XI. DIVIDENDS

Dividends may be paid to the stockholders from the net earnings, or from the surplus of the assets over the liabilities including capital but not otherwise, when the stockholders shall so determine.

ARTICLE XII. CORPORATE DEPOSITORY

The President shall elect what bank shall serve as depository for corporate funds. Corporate checks may be drawn and shall be signed by either the President or the Treasurer, and other negotiable papers signed and endorsed as the President may determine.

ARTICLE XIII. SEAL

The corporate seal shall have inscribed thereupon the name of the corporation, FLAVOR FACTORY, INC., the year of its incorporation and the word "Seal".

ARTICLE XIV. SUBSCRIBERS

RICHARD D. MARTIN 30826 u. s. Highway 19 N
Palm Harbor, FL 34684

The subscriber certifies that the proceeds subscribed for will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

IN WITNESS WHEREOF, we the undersigned incorporator have hereunto set his hand and seal this _____ day of April,

2000, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

Richard D. Martin
RICHARD D. MARTIN

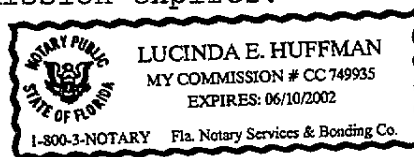
STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME personally appeared RICHARD M. MARTIN, to me personally known (), or who produced Florida Driver License as identification (_____), and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10 day of April, 2000.

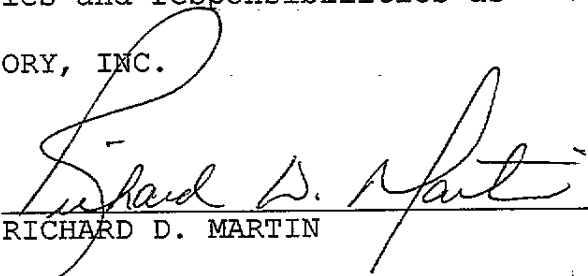
Lucinda E. Huffman
NOTARY PUBLIC

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I, RICHARD D. MARTIN, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for FLAVOR FACTORY, INC.


RICHARD D. MARTIN

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