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Attorney at Law

JOHN C. GESCH

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May 8, 2000

via FedEx
Tracking No. 8132 1440 9860

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

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-05/09/00--01056--001
*****78.75 *****78.75

Attn: New Filings Section

Re: **BENNY'S ICE HOUSE, INC.**

Dear Sir/Madam:

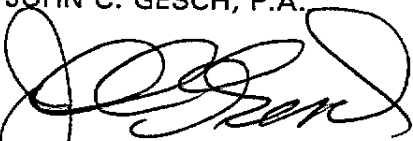
Enclosed herein for filing please find the original and one copy of Articles of Incorporation together with Designation of Registered Agent for the above-referenced corporation. I am also enclosing check #7727 in the amount of \$78.75 in payment of filing fees, designation of registered agent and one certified copy of Articles.

Please process at your earliest possible convenience as time is of essence.

Thank you for your assistance in this regard.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag
Enclosures

FILED
00 MAY -9 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-12
JCG

FILED
00 MAY -9 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BENNY'S ICE HOUSE, INC.

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

ARTICLE I. NAME

The name of this corporation is **BENNY'S ICE HOUSE, INC..**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of five dollar (\$5.00) par value common stock. There will be two (2) classes of stock, to-wit: one (1) voting share and ninety-nine (99) non-voting shares. Other than voting rights, both classes of stock are otherwise identical in all respects including, but not necessarily limited to, rights to dividends as might be declared by the corporation and rights to liquidation proceeds.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is 9803 South Military Trail, Boynton Beach, Florida 33436.

ARTICLE VI. SUBSCRIBERS

The names and addresses of the subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BENJAMIN TOWNEND	4219 Nova Lane Lantana, Florida 33462
BENJAMIN J. TOWNEND	3628 Geneva Avenue Boynton Beach, FL 33436
MICHAEL R. TOWNEND, SR.	4615 Woodmere Lane Lantana, Florida 33463
WILLIAM C. TOWNEND	6720 43rd Avenue South Lake Worth, Florida 33463

The number of shares of stock they agree to take and the value of the consideration therefor is:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
BENJAMIN TOWNEND	1 (voting)	\$ 5.00
BENJAMIN J. TOWNEND	33 (non-voting)	\$ 165.00
MICHAEL R. TOWNEND, SR.	33 (non-voting)	\$ 165.00
WILLIAM C. TOWNEND	33 (non-voting)	\$ 165.00

ARTICLE VII. DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The name and address of the initial director of this corporation is:

NAME

ADDRESS

BENJAMIN TOWNEND

4219 Nova Lane
Lantana, Florida 33462

ARTICLE VIII. OFFICERS

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary-Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President

BENJAMIN J. TOWNEND
3628 Geneva Avenue
Boynton Beach, FL 33436

Vice-President

MICHAEL R. TOWNEND, SR.
4615 Woodmere Lane
Lantana, Florida 33463

Vice-President

WILLIAM C. TOWNEND
6720 43rd Avenue South
Lake Worth, Florida 33463

Secretary-Treasurer

BENJAMIN J. TOWNEND
3628 Genevra Avenue
Boynton Beach, FL 33436

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS

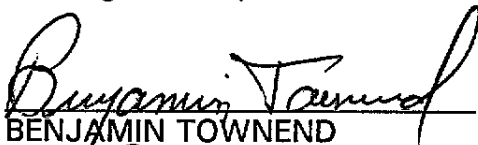
The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS

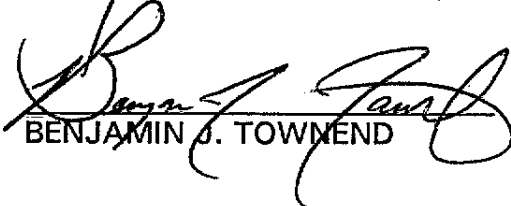
Section 1. These Articles of Incorporation may be amended at a special meeting of the shareholders called for that purpose by a majority vote of those persons entitled to vote thereon.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws of intention to submit such amendments.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 8 day of May, 2000, for the purpose of forming this corporation under the laws of the State of Florida.


BENJAMIN TOWNEND


MICHAEL R. TOWNEND, SR.

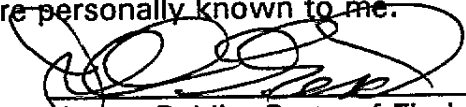

BENJAMIN J. TOWNEND


WILLIAM C. TOWNEND

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8 day of May, 2000, by **BENJAMIN TOWNEND, BENJAMIN J. TOWNEND, MICHAEL R. TOWNEND, SR.,** and **WILLIAM C. TOWNEND**, all of whom are personally known to me.


Notary Public, State of Florida

(notary seal)



JOHN C. GESCH
COMMISSION # CC 707376
EXPIRES JAN 22, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
00 MAY -9 AM 8:36
SECRETARY OF
TALLAHASSEE

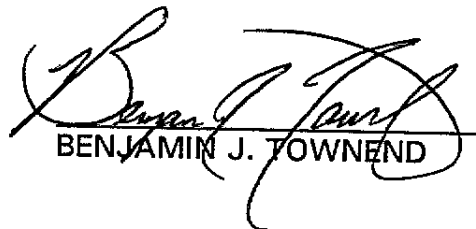
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That **BENNY'S ICE HOUSE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Lantana, County of Palm Beach, State of Florida, has named **BENJAMIN J. TOWNEND**, located at 3628 Genevra Avenue, Boynton Beach, Florida 33436, 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 place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


BENJAMIN J. TOWNEND