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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 12, 2000

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

Re: Articles of Incorporation
For: ICE MAGIC FRANCHISING, INC.

Gentlemen:

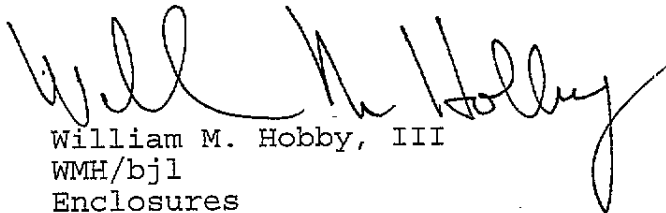
Enclosed please find the original and duplicate copy of the Articles of Incorporation of the above corporation. Please return the copy for our file.

Also enclosed is my check for:

Filing Fee:	\$ 35.00
Certified Return Copy:	\$ 52.50
Resident Agent Fee:	\$ 35.00

\$122.50

Respectfully submitted,


William M. Hobby, III
WMH/bjl
Enclosures

P45/18/00

ARTICLES OF INCORPORATION
OF
ICE MAGIC FRANCHISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be: ICE MAGIC FRANCHISING, INC.

Article II - Principal Office or Address

The principal place of business and mailing address of this corporation shall be: 1924 Silver Star Road, Orlando, Florida 32804-3302.

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

Article IV - Initial Registered Office and Agent

The name and Florida street address of the initial registered agent is: James C. Hartman, 3905 El Rey Road, Orlando, Florida 32808-7919.

Article V - Incorporators

The name and address of the incorporator to these Articles of Incorporation is:

James C. Hartman 3905 El Rey Road
Orlando, FL 32808-7919

Article VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

Article VII - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article VIII - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The shareholders shall have no liability for the debts of the corporation.

Article IX - Duration

This corporation shall have perpetual existence unless dissolved according to law.

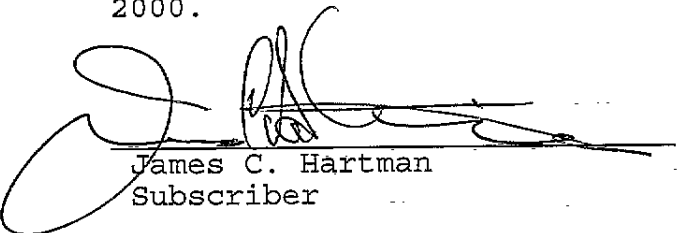
Article X - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 th day of September, 2000.


James C. Hartman
Subscriber

9-6-00
Date

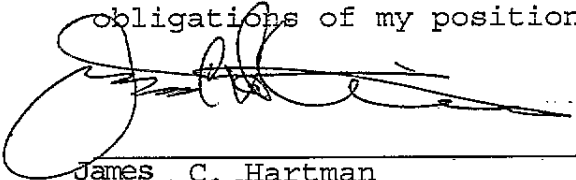
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REGISTERED AGENT ACKNOWLEDGEMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James C. Hartman

9-6-00
Date