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FILED
00 SEP 27 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 25, 2000

Florida Dept of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: New Filings Section

Re: Articles of Incorporation

Dear Sir:

Enclose are 2 copies of the Articles of Incorporation along with required fee of \$87.50 for filing fees.

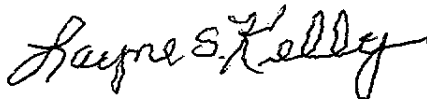
Please forward certified copy back to our office.

Thank you for your prompt attention to this matter.

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-09/28/00--01002--006
*****87.50 *****87.50

Rec'd 9-27-00

Sincerely yours,



Layne S. Kelly

Corporation address is:
1270 N. Wickham Rd.
Melbourne, Fl 32935

321-779-1042

F. CHESLER SEP 29 2000

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ARTICLES OF INCORPORATION OF

Glenn's Ice Cream Machine Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Glenn's Ice Cream Machine Inc.

ARTICLE II

The existence of the Corporation shall commence upon the filing of the Articles of Incorporation with the Dept of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The street address of the principal office of the Corporation is 1270 N. Wickham Rd.
Melbourne, Florida 32935

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the Corporation is Layne S. Kelly.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Layne S. Kelly
2082 Seawinds Court
Indialantic, FL 32903

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Layne S. Kelly
2082 Seawinds Court
Indialantic, Fl 32903

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of Sept, 2000.

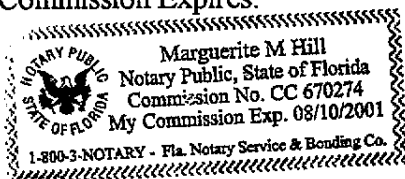
Layne Kelly

State of Florida
County of Brevard

The foregoing instrument was acknowledged before me, a Notary Public, by Layne S. Kelly who is personally known to me, on this 25 day of Sept, 2000.

Marguerite M Hill
Notary Public

Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

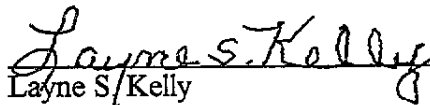
Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

The name of the Corporation is **Glenns' Ice Cream Machine Inc.**

The name and address of the registered agent and office is:

Layne S. Kelly
2082 Seawinds Court
Indialantic, Fl 32903

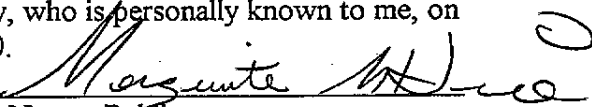
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating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


Layne S. Kelly

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TALLAHASSEE, FLORIDA

State of Florida
County of Brevard

Before me, personally appeared Layne S. Kelly, who is personally known to me, on this 25 day of Sept. 2000.


Notary Public

Commission Expires:

