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August 8, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: TCBY-Westchase, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of the articles of incorporation and registered agent designation for TCBY-Westchase, Inc., a check for \$78.75 to cover the fees for articles filing, certified copy of articles and registered agent designation. Please file the articles of incorporation as of August 8, 2001, file stamp the copy of the articles and return the certified copy to me in the enclosed envelope as soon as possible.

Very truly yours,

C. William Curtis

C. William Curtis, III

Enclosures

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
TCBY-WESTCHASE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts 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 this corporation is TCBY-Westchase, Inc.

ARTICLE II

The existence of the corporation shall begin on August 8, 2001.

ARTICLE III

The street address of the principal office of the corporation is 12443 Bristol Commons Circle, Tampa, Florida 33626.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 1,000, par value \$0.01 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the corporation's registered office is 2004 University Boulevard West, Jacksonville, Florida, 32217. The initial registered agent for the corporation at that address is C. William Curtis, III.

ARTICLE VI

The name and street address of the incorporator of these articles of incorporation is:

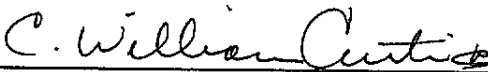
Name

Address

C. William Curtis, III

2004 University Blvd. West
Jacksonville, Florida 32217

The undersigned has executed these articles of incorporation on August 8, 2001.



C. William Curtis, III
Incorporator

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

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: TCBY-Westchase, Inc.
2. The name and address of the registered agent and office is:

C. William Curtis, III
2004 University Boulevard West
Jacksonville, Florida 32217

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I 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.

C. William Curtis
C. William Curtis, III

August 8, 2001

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