

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000085917

Ice Cream Plus, Inc.

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-08/30/01--01054--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	01 AUG 30 PM 1:00 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	01 AUG 30 PM 12:15 RECEIVED DIVISION OF CORPORATION
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
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<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

gk8/30

ARTICLES OF INCORPORATION  
OF

ICE CREAM PLUS, INC.

ARTICLE I  
NAME

The Name of the corporation is **ICE CREAM PLUS, INC.**

ARTICLE II  
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III  
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V  
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue Ten Thousand Shares of common stock.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE OF THE CORPORATION

The Street and mailing address of the initial registered office of business and principal office of the Corporation is 412 **Short Pine Circle, Orlando, Florida 32807**. The initial registered agent of the Corporation at that address is **Carlos A. Flores**. The principal office address and the registered office address is the same.

ARTICLE VII  
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as a matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the corporation, whether or not convertible into or carrying any option to purchase any such shares.

**FILED**  
01 AUG 30 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

**ARTICLE IX**  
**LIMITATION OF DIRECTOR LIABILITY**

1. A Director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 is applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act of omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE X**  
**INITIAL BOARD OF DIRECTORS**

The initial board of directors will consist of one member. The number of director(s) of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the directors comprising the initial Board of director(s) is:

**CARLOS A. FLORES**  
**412 SHORT PINE CIRCLE**  
**ORLANDO, FL 32807**

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is :

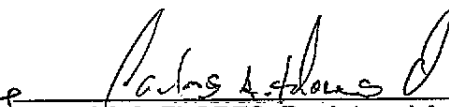
**CARLOS A. FLORES**  
**412 SHORT PINE CIRCLE**  
**ORLANDO, FL 32807**

**IN WITNESS WHEREOF**, the undersigned being the incorporator of the Corporation has Executed these Articles of Incorporation this 28<sup>TH</sup> day of JUNE 2001.

  
\_\_\_\_\_  
**CARLOS A. FLORES, Incorporator.**

**ACCEPTANCE BY REGISTERED AGENT**

Having being named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
**CARLOS A. FLORES, Registered Agent.**

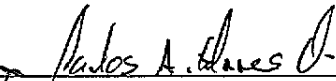
**FILED**  
**01 AUG 30 PM 1:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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: **ICE CREAM PLUS, INC.**
2. The name and street address of the registered agent and office is:

**CARLOS A. FLORES**  
**412 SHORT PINE CIRCLE**  
**ORLANDO, FL 32807**

Signature:   
Name: **CARLOS A. FLORES**  
Title: Registered Agent  
Date: AUGUST 17, 2001