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JOHN H. TEST, P.A.

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John H. Test
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sandra L. Test

(305) 596-7579
FAX (305) 596-7562

November 20, 2001

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

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*****70.00 *****70.00

Re: Articles of Incorporation of Granny Kay's Frozen Custard, Inc.

Dear Sir or Madam:

Please find enclosed a check from the firm in the amount of \$70.00 which represents the amount due for the filing fee of the Articles of Incorporation for Granny Kay's Frozen Custard, Inc., along with a copy of the same, which I would appreciate it if you could please stamp the copy with the filed date and return it to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance with regard to this matter.

Sincerely yours,



Vicky Miller
Legal Assistant to
Sandra L. Test

:vm

Encl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRANNY KAY'S FROZEN CUSTARD, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida, and hereby states the Articles as follows:

ARTICLE I

The name of this Corporation shall be:

GRANNY KAY'S FROZEN CUSTARD, INC.

and its initial post office address is: 5990 SW 87 Street, Miami, FL 33143 and its principal office for the conduct of business is: 5780 Sunset Drive, Miami, FL 33143.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general purpose of the Corporation is to engage in the retail sale of frozen custard and related products and/or businesses permitted under the laws of the United States and the State of Florida, which are deemed desirable by the Corporation.

ARTICLE III

The term for which this Corporation shall exist shall be perpetual commencing on the filing of these Articles of Incorporation with the Secretary of the State of Florida and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this Corporation within the limitations prescribed by law.

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE IV

The Corporation is authorized to issue 1,000 shares of common

stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the stockholders at a meeting duly held and convened.

ARTICLE V

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, but shall never be less than one (1).

The name and street address of the initial Director of the Corporation are:

NAME	ADDRESS
KAY BYRNE	5990 SW 87 Street Miami, FL 33143
PAMELA BROWN BYRNE	10620 SW 83 Court Miami, FL 33156

Said Directors are natural persons, citizens of the United States and are of full adult age. The aforesaid Directors shall hold their office until the first Annual Meeting of the Stockholders, or until their successors are elected.

ARTICLE VI

A. The affairs of this Corporation shall be managed by Officers elected by the Board of Directors at its Annual Meeting. The Officers shall serve until the next Annual Meeting of the Board of Directors unless removed earlier in accordance with the By-Laws.

B. The names of the Officers who shall serve until the election at the organizational meeting after these Articles are approved are:

PAMELA BYRNE BROWN	President
KAY BYRNE	Secretary/Treasurer

ARTICLE VII

The name and address of the Incorporator signing these Articles of Incorporation are Pamela Byrne Brown, 10620 SW 83 Court, Miami, Florida .

ARTICLE VIII

These Articles of Incorporation of this Corporation may be

amended, changed, altered, or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE X

The Stockholders of this Corporation shall be entitled to remove any director from office at any time with or without cause.


ARTICLE XI

The Stockholders and Directors of this Corporation may take action by written consent as provided by law.

ARTICLE XII

The Corporation shall indemnify each officer and director, and each former officer and director, to the full extent permitted by law when made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of GRANNY KAY'S FROZEN CUSTARD, INC., this 9th day of November, 2001.


PAMELA BYRNE BROWN
Incorporator

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

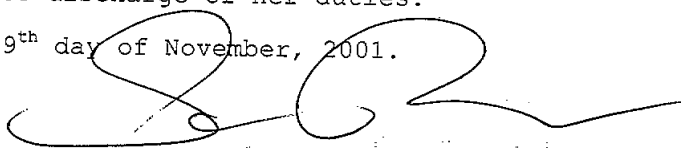
1. GRANNY KAY'S FROZEN CUSTARD, INC. hereby designates the following registered agent and her office for service of process:

Sandra L. Test
of the Law Offices of
JOHN H. TEST, P.A.
8900 Southwest 117 Avenue
Suite B - 105
Miami, Florida 33186

2. The undersigned registered agent is familiar with and

accepts the duties and responsibilities as registered agent for said Corporation, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

DATED this 9th day of November, 2001.

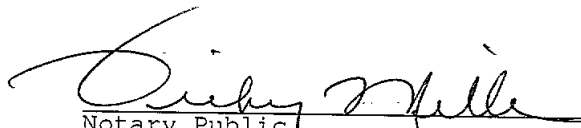


SANDRA L. TEST, ESQ.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared PAMELA BYRNE BROWN, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of GRANNY KAY'S FROZEN CUSTARD, INC. and he acknowledged before me that she executed those Articles of Incorporation, that the form of identification is: Florida Driver's License, and that an oath was taken.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of November, 2001.



Notary Public
State of Florida at Large
My Commission Expires:



Vicky Miller
My Commission DD060333
Expires August 15, 2006