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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNT NO. : 072100000032
REFERENCE : 355907 82378A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : February 5, 2002
ORDER TIME : 1:31 PM
ORDER NO. : 355907-005
CUSTOMER NO: 82378A
CUSTOMER: John S. Dzurak, Esq
John S. Dzurak Attorney At Law
306 East Olympia Avenue
Punta Gorda, FL 33950

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-02/05/02--01091--003
*****70.00 *****70.00

DOMESTIC FILING

NAME: B & J ICE CREAM, INC.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION
- ☐ CERTIFICATE OF LIMITED PARTNERSHIP
- ☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☐ CERTIFIED COPY
- ☒ PLAIN STAMPED COPY
- ☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

J. BRYAN FEB 5 2002

ARTICLES OF INCORPORATION
OF
B & J ICE CREAM, INC.

FILED
02 FEB -5 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, **JOHN S. DZURAK, ESQUIRE**, as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

B & J ICE CREAM, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the

same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and mailing office of the corporation is to be located at 2110 Placida Road, Englewood, Florida, 34224; and the name of its initial Registered Agent is **ROBERT N. WILLIS**, whose mailing address is 2110 Placida Road, Englewood, Florida, 34224. The mailing address of the corporation is 2110 Placida Road, Englewood, Florida, 34224.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

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

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT N. WILLIS	2110 Placida Road Englewood, FL 34224
JOSEPH MANNA	2110 Placida Road Englewood, FL 34224

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **ROBERT N. WILLIS**, the first Vice-President of the corporation shall be **JOSEPH MANNA**, and the first Secretary/Treasurer shall be **VIRGINIA WILLIS**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
ROBERT N. WILLIS	2110 Placida Road Englewood, FL 34224	51	\$510.00
JOSEPH MANNA	2110 Placida Road Englewood, FL 34224	49	\$490.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, with which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.


XV.

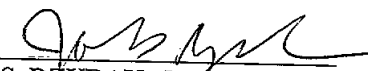
This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the

holder of Section 1244 stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of January, 2002.


LYNDA R. MONKS

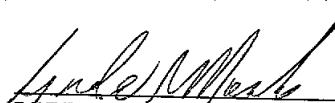

GLORIA J. GAL


JOHN S. DZURAK, Incorporator
306 E. Olympia Avenue
Punta Gorda, Florida 33950

STATE OF FLORIDA
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 31 day of Jan, 2002, by JOHN S. DZURAK, ESQ., as Incorporator, who is personally known to me, or who has produced _____ as identification.

My commission expires:


LYNDA R. MONKS, Notary Public,
State of Florida at Large

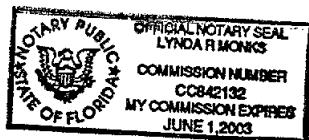


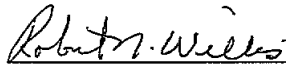
EXHIBIT "A"

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

That **B & J ICE CREAM, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 2110 Placida Road, Englewood, Florida, 34224, has named **ROBERT N. WILLIS**, located at 2110 Placida Road, Englewood, Florida, 34224, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **B & J ICE CREAM, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: January 31, 2002.


ROBERT N. WILLIS
Registered Agent

FILED
02 FEB -5 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA