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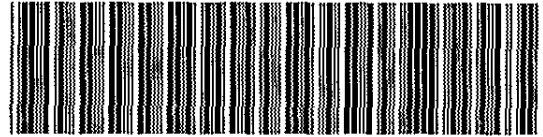
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EXPIRATION DATE
10-31-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BEGGS & LANE

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELLORS AT LAW

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E. DIXIE BEGGS
1908 - 2001
BERT H. LANE
1917 - 1991

October 31, 2002

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

Re: S. S. Serendipity, Inc.

REFESTIVE DATE
5-10-31-02

Dear Gentlemen:

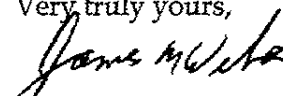
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the above corporation.
2. Our check for \$78.75 to cover the filing fee, registered agent fee, and certified copy cost.
3. Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call. We thank you for your kind assistance in these matters.

Very truly yours,


James M. Weber
For the Firm

JMW/ddm
Enclosures

ARTICLES OF INCORPORATION
OF
S.S. SERENDIPITY, INC.

FILED
02 NOV - 1 PM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

~~RECEIVED DATE~~
10-31-02

Name of Corporation and Principal Office

The name of the corporation shall be S.S. Serendipity, Inc.. The principal place of business and mailing address of this corporation shall be 1432 Nantahala Beach Road, Gulf Breeze, Florida 32561.

ARTICLE II

Effective Date of Incorporation

The effective date of incorporation of S.S. Serendipity, Inc., is hereby declared to be October 31, 2002.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the 31st day of October, 2002.

ARTICLE IV

Purpose

The corporation is organized for the purpose of transacting any and all lawful business,

both within and without the State of Florida, including, but not limited to owning and/or operating an ice-cream custard shop and coffee shop and related businesses; and owning, operating and participating generally in providing food and beverage to the general public and any and all types of retail and wholesale businesses.

ARTICLE V

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

ARTICLE VI

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

Both the street address and the mailing address of the initial registered office of the corporation is 1432 Nantahala Beach Road, Gulf Breeze, Florida, 32561, and the name of the initial registered agent of this corporation at that address is Edward G. Hanke.

ARTICLE VIII

Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but the number of directors of the corporation shall not be less than one nor more than seven. The

directors shall be elected in accordance with the provisions of the By-Laws. The name and address of the initial directors of the corporation are:

Edward G. Hanke	1432 Nantahala Beach Road Gulf Breeze, Florida 32561
-----------------	---

Shelli J. Hanke	1432 Nantahala Beach Road Gulf Breeze, Florida 32561
-----------------	---

ARTICLE IX

Incorporator

The name and address of the incorporator signing these Articles is Edward G. Hanke, 1432 Nantahala Beach Road, Gulf Breeze, Florida 32561.

ARTICLE X

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE XI

By-Laws

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

ARTICLE XII

Shareholder Quorum and Voting

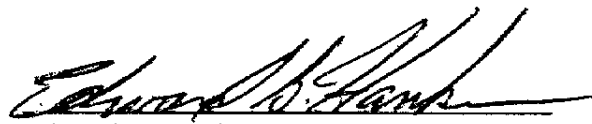
At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

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

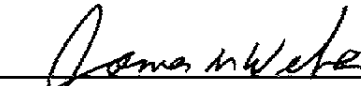

Edward G. Hanke

STATE OF FLORIDA

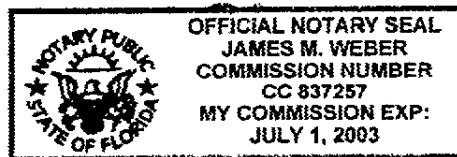
COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said State and County, this day personally appeared Edward G. Hanke, who is personally known to me and known to me to be the individual described by said name in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said document freely and voluntarily for the uses and purposes therein set forth. He did not take an oath.

Given under my hand and official seal this 31st day of October, 2002.



Notary Public, State of Florida at Large
My Commission Expires: July 1, 2003



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT S.S. Serendipity, Inc.,
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PENSACOLA
STATE OF FLORIDA, HAS NAMED EDWARD G. HANKE (NAME OF RESIDENT
AGENT), LOCATED AT 1432 NANTAHALA BEACH ROAD, CITY OF GULF BREEZE,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE Edward G. Hanke
(CORPORATE OFFICER)
Edward G. Hanke
TITLE President
DATE October 31, 2002

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE Edward G. Hanke
(REGISTERED AGENT)
Edward G. Hanke
DATE October 31, 2002