

Sent By: DANIEL HICKS,
Division of Corporations

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Jan-15-04 10:00 AM;

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Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : DANIEL HICKS, P.A.
Account Number : 075061003325
Phone : (352) 351-3353
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

ICE HOUSE USA, INC.

Certificate of Status	0
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Page Count	05
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DIVISION OF CORPORATIONS

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Amended & Restated

T BROWN JAN 15 2004

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04 JAN 15 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AMENDED RESTATED
ARTICLES OF INCORPORATION
OF
ICE HOUSE USA, INC.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be: Ice House USA, Inc.

The address of the principal office of the Corporation is: 5201 Cone Road, Tampa, Florida 33610, and the mailing address of the Corporation is: P.O. Box 310167, Tampa, Florida 33680.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this Corporation or the objects or purposes of the Corporation shall be as follows:

1. To engage in and transact any lawful business for which the corporation may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000,000 shares of common stock, no par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 5201 Cone Road, Tampa, Florida 33610, and the name of the initial Registered Agent at that address is: Douglas P. Cone.

ARTICLE VI
INITIAL BOARD OF DIRECTORS AND OFFICERS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1) nor more than three(3). The initial Board of Directors and Officers is as follows:

Braxton Jones, President/Director
Douglas P. Cone, Vice President-Secretary/Director

ARTICLE VII
SHAREHOLDERS' PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.


ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation or any amendment to them, and any procedure provided for in Florida Statutes and The Bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this the 3RD day of November, 2003.

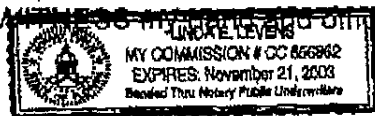

Douglas P. Cone, as Director, Shareholder
and Vice President/Secretary

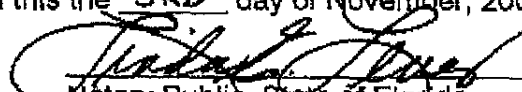

Braxton Jones, as Director/Shareholder
and President

STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared Douglas P. Cone to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 3RD day of November, 2003.

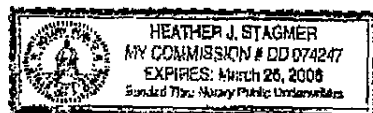


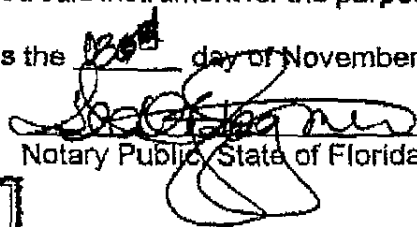

Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared Braxton Jones to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 3RD day of November, 2003.




Notary Public, State of Florida


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**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby 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.

DATED: November 3, 2003.


Douglas P. Cone

Daniel Hicks, P.A.
421 South Pine Avenue
Ocala, Florida 34474-4175
Telephone: (352) 351-3353
Facsimile: (352) 351-8054
Florida Bar No: 0145139

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**CERTIFICATION
ICE HOUSE USA, INC.
A FLORIDA CORPORATION**

I Braxton Jones, President of Ice House USA, Inc., Im hereby certify the following:

That at a meeting of the shareholders held on November 3, 2003, the shareholders resolved to adopt the Amended and Restated Articles of Incorporation of Ice House USA, Inc., and that the vote was unanimous, being sufficient for approval, a copy of the Amended and Restate Articles of Ice House USA, Inc., attached.

DATED: December 29th, 2003


Braxton Jones, as President

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