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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.
GIOVANNI'S ITALIAN ICE CREAM, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
GIOVANNI'S ITALIAN ICE CREAM, INC.

The undersigned desiring to form a corporation for profit, pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

GIOVANNI'S ITALIAN ICE CREAM, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purposes for which it is formed is ice cream production and retail, shop and franchise concept for Italian ice cream and any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222
P.O.Box 2245, St.Petersburg, FL 33731-2245; 727-894-7500

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ARTICLE FOUR

The maximum amount of capital stock, which the corporation is authorized to have outstanding shall be 2,000 shares at a par value of \$1 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the shareholders. Share ownership is as follows:

Alexandra Michaela Breitling - 2,000 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$2,000.00.

ARTICLE SIX

The corporation shall have the following Directors:

Alexandra Michaela Breitling - Director

Thomas Breitling - Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

41 North Fort Harrison Avenue

Clearwater, Florida 33755

Prepared by: May-Wong Chou, Esq., FB# 0008222
P.O. Box 2245, St. Petersburg, FL 33731-2245, 727-894-7500

ARTICLE EIGHT

The officers of the corporation shall be:

President, Treasurer – Alexandra Michaela Breitling

Vice-President, Secretary – Thomas Breitling

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

Thomas Breitling

41 North Fort Harrison Avenue

Clearwater, Florida 33755

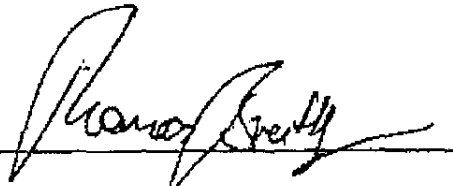
ARTICLE TEN

The name and street address of the person signing these Articles of Incorporation as incorporator are as follows:

Thomas Breitling – 41 North Fort Harrison Avenue, Clearwater, Florida 33755

Prepared by: May-Wong Chou, Esq., FB# 0008222
P.O.Box 2245, St.Petersburg, FL 33731-2245, 727-894-7500

IN WITNESS WHEREOF, the undersigned has made, incorporated, and
acknowledged these Articles of Incorporation this 10th day of August 2004.



Thomas Breitling

ACCEPIANCE OF DESIGNATION AS REGISTERED AGENT. I, THOMAS
BREITLING, hereby accept designation as Registered Agent on this 10th day of August
2004.



Thomas Breitling

41 North Fort Harrison Avenue

Clearwater, Florida 33755

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Prepared by: May-Wong Chou, Esq., FB# 0008222
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