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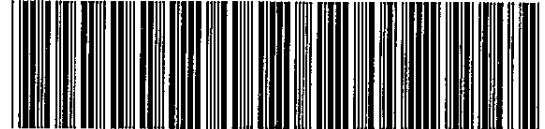
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

12/29/04
JH

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Butler's Creamery, Inc.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☒ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier

Signature _____

Requested by:

SP 12/29/04 9:30
Name Date Time

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ARTICLES OF INCORPORATION
OF
BUTLER'S CREAMERY, INC.

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04 DEC 29 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **BUTLER'S CREAMERY, INC.** and its principal place of business shall be located at 8646 Gladiolus Drive, Unit #404, Fort Myers, Lee County, Florida 33908. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **ONE THOUSAND (1,000)** shares of common stock at **ONE DOLLAR (\$1.00)** par value, which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6810 Porto Fino Circle, Fort Myers, Florida 33912 and the name of the initial registered agent of this corporation at that address is Thomas S. Heidkamp.

ARTICLE VI - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation are:

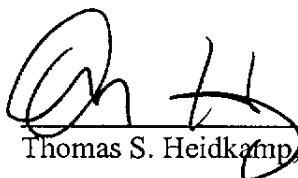
Name

Address

Thomas S. Heidkamp

6810 Porto Fino Circle
Ft. Myers, FL 33912

The undersigned incorporator has executed these Articles of Incorporation this 28 day of December, 2004.


Thomas S. Heidkamp, Incorporator

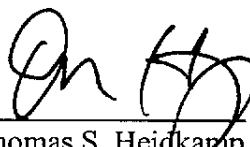
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

BUTLER'S CREAMERY, INC., with its principal office, as indicated in the Articles of Incorporation, 8646 Gladiolus Drive, Unit #404, Fort Myers, Lee County, Florida 33908, has named Thomas S. Heidkamp, located at 6810 Porto Fino Circle, Fort Myers, Florida 33912 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Thomas S. Heidkamp
Registered Agent