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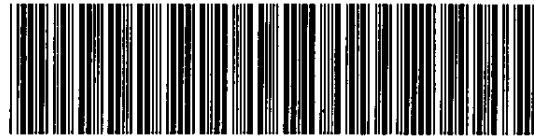
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06 JUN -5 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jay E. Eckhaus, P.A.
Attorney At Law

Member of the Florida, New York and Ohio Bars

Gardens Professional Center
9121 North Military Trail
Suite 107
Palm Beach Gardens, FL 33410

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VIA FEDEX (priority overnight)

June 2, 2006

State of Florida
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Attention: Domestic Charter Filing Division

Re: North and South Gelato, Inc.

Dear Sir or Madam:

Please find attached the Charter for the above referenced domestic corporation together with a check #63617 for the \$70 filing fee.

A self-addressed prepaid envelope is attached so that you may return the filing receipt to me.

Thank you.

Sincerely,

JAY E. ECKHAUS, P.A.

By



JAY E. ECKHAUS

Enclosures: (1) Signed Charter
(2) Check
(3) Return envelope

**ARTICLES OF INCORPORATION
OF
NORTH AND SOUTH GELATO, INC.**

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06 JUN -5 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of NORTH AND SOUTH GELATO, INC.

Article I-Name

The name of the Corporation is NORTH AND SOUTH GELATO, INC.

Article II-Purposes for Which Corporation is Formed

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

Article III-Duration

The term of existence of the Corporation is perpetual.

Article IV-Capitalization

The Corporation is authorized to issue 7500 shares of common stock, par value \$.0001 per share.

Article V-Indemnification

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"); (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph

may apply for indemnification or advancement of costs to any court of competent jurisdiction.

Article VI-Bylaws

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

Article VII-Initial Director and Officers

The Initial Directors are:

Diego Sadler
2709 Tecumseh Drive
West Palm Beach, FL 33409

Pablo Sadler
24 Saymor Drive
Bardonia, NY 10954

The initial officers are:

President:
Diego Sadler
2709 Tecumseh Drive
West Palm Beach, FL 33409

Secretary:
Diego Sadler
2709 Tecumseh Drive
West Palm Beach, FL 33409

Article VIII-SECTION 1244 DESIGNATION

The Corporation hereby designates itself as a small business corporation as defined by 26 U.S.C.A. § 1244.

Article IX Initial Address of the Corporation and Registered Agent

The initial address of the Corporation shall be:

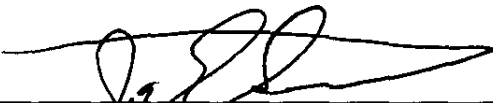
2709 Tecumseh Drive
West Palm Beach, FL 33409

The street address of the Registered Agent of the Corporation is:

9121 North Military Trail, Suite 107
Palm Beach Gardens, FL 33410

and the name of the registered agent at that address is Jay E. Eckhaus, Esq.

, IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of June, 2006.

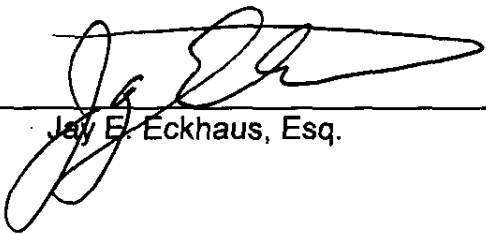


Jay E. Eckhaus, Esq.
Incorporator
Office and P. O. Address
9121 North Military Trail
Suite 107
Palm Beach Gardens, FL 33410

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, 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.

Date: June 2, 2006



Jay E. Eckhaus, Esq.

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TALLAHASSEE, FLORIDA