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06 JUL -5 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE JUL -6 2006

**JOSEPH'S ICE CREAM INC
799 FLORENCIA CIRCLE
TITUSVILLE, FLORIDA 32780**

JUNE 27, 2006

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: JOSEPH'S ICE CREAM INC

DEAR SIR:

ENCLOSED PLEASE FIND THE FOLLOWING

1. THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE SUBJECT CORPORATION. PLEASE CERTIFY ONE COPY AND RETURN IT TO THE REGISTERED AGENT.
2. OUR CHECK IN THE AMOUNT OF \$87.50 TO COVER THE FILING FEE.
3. DESIGNATION OF REGISTERED AGENT.

KINDLY ACKNOWLEDGE FILING OF THESE ARTICLES OF INCORPORATION, IN COMPLIANCE WITH FLORIDA LAW AND RETURN THE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION TO THE UNDERSIGNED.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

SINCERELY,

JOSEPH'S ICE CREAM INC

A handwritten signature in black ink, appearing to read "Edward A. Joseph", written over the printed name below.

EDWARD A JOSEPH

ARTICLES OF INCORPORATION OF
JOSEPH'S ICE CREAM INC

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THE UNDERSIGNED INCORPATORS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPATION.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:
JOSEPH'S ICE CREAM INC

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT **799 FLORENCIA CIRCLE, TITUSVILLE, FLORIDA 32780**, AND THE MAILING ADDRESS OF THE CORPORATION IS THE SAME.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V. INITIAL OFFICERS/ DIRECTORS

THIS CORPORATION SHALL HAVE TWO INITIAL OFFICERS AND TWO BOARD OF DIRECTOR MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OF DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT NEVER SHALL BE LESS THAN ONE.
THE NAME AND ADDRESS OF THE INITIAL OFFICERS ARE:

EDWARD A JOSEPH
799 FLORENCIA CIRCLE
TITUSVILLE, FL 32780

LOIS E JOSEPH
799 FLORENCIA CIRCLE
TITUSVILLE, FL 32780

ARTICLE VI. REGISTERED AGENT

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS: LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796

ARTICLES VII. INCORPORATOR

THIS CORPORATION SHALL HAVE TWO INCORPORATORS.
THE NAME AND ADDRESS OF THE INCORPORATORS OF THIS CORPORATION IS:


EDWARD A JOSEPH
799 FLORENCIA CIRCLE
TITUSVILLE, FL 32780

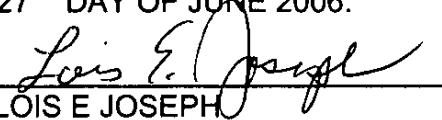
LOIS E JOSEPH
799 FLORENCIA CIRCLE
TITUSVILLE, FL 32780

ARTICLE VIII. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 27TH DAY OF JUNE 2006.


EDWARD A JOSEPH


LOIS E JOSEPH

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 607.0501 OR617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
JOSEPH'S ICE CREAM INC
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
**LOUIS VENUTI
400 ORANGE STREET
TITUSVILLE, FL 32796**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



LOUIS VENUTI
27 JUNE 2006

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TALLAHASSEE, FLORIDA