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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Steve Bagley's Udder Delights Ice Cream Shoppe, Inc.

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J. Shivers FEB 22 2008

ARTICLES OF INCORPORATION OF

Steve Bagley's Udder Delights Ice Cream Shoppe, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Steve Bagley's Udder Delights Ice Cream Shoppe, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 36109 East Lake Rd., Palm Harbor, FL 34685.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Stephen R. Bagley, 1207 Pine Ridge Cir. W., Unit #E-1, Tarpon Springs, FL 34688.

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ARTICLE V: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VI: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: OFFICERS AND DIRECTORS

The name and address of the initial Officer and Director of the corporation is:

Stephen R. Bagley, P/VP/S/T, 36109 East Lake Rd., Palm Harbor, FL 34685

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

The undersigned has executed these Articles of Incorporation this 21st day of February 2008.

Your Capital Connection, Inc., by Weimar Lopez, Client Representative



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607-0501, Florida Statutes, the mentioned 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: Steve Bagley's Udder Delights Ice Cream Shoppe, Inc.

2. The name and street address of the registered agent and office is: Stephen R. Bagley

1207 Pine Ridge Cir. W., Unit #E-1, Tarpon Springs, FL 34688

HAVE 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.

Stephen R. Bagley
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