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March 21, 1994

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000001436660
-03/22/95--01068--009
****122.50 ****122.50

Re: Articles of Incorporation
ORANGETREE ICE CREAM CORPORATION

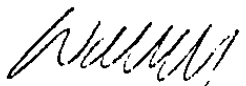
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles
of Incorporation for:

ORANGETREE ICE CREAM CORPORATION

We also enclose our check in the amount of \$122.50 to cover
the filing fee and cost to forward a certified copy of the
Articles to my office.

Sincerely,


WALLACE F. STALNAKER

WFS/pjn

Enclosures

FILED
95 MAR 22 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AK
3.23

**ARTICLES OF INCORPORATION
OF
ORANGETREE ICE CREAM CORPORATION**

ARTICLE I = NAME

The name of the corporation is ORANGETREE ICE CREAM CORPORATION.

ARTICLE II = ADDRESS

The address of the principal office of the corporation is 7718 Twin Pines Court, Orlando, Florida 32819 and the mailing address of the corporation is the same.

ARTICLE III = DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles or until such time as it shall be dissolved by law.

ARTICLE IV = PURPOSE

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or the United States.

ARTICLE V = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

FILED
85 MAR 22 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 7718 Twin Pines Court, Orlando, Florida 32819 and the initial Resident Agent of this corporation is TIMOTHY J. WALSH, JR.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of March, 1995.


TIMOTHY J. WALSH, JR.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The names and addresses of the initial directors of this corporation are:

ROBERT R. WOODS
President
19 Raven Road
Canton, Maine 02021

TIMOTHY J. WALSH, JR.
Vice President/Secretary/Treasurer
7718 Twin Pines Court
Orlando, Florida 32819

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is: TIMOTHY J. WALSH, JR., 7718 Twin Pines Court, Orlando, Florida 32819.

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


TIMOTHY J. WALSH, JR.

Date: March 21, 1995

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by TIMOTHY J. WALSH, JR. who is personally known to me or who has produced Fla.D.Lic.# W420-810-62-323-0 Exp. 9-03-1999 as identification and who did acknowledge that he is the person who executed the foregoing Articles of Incorporation and he acknowledged that he did accept the duties of resident agent for the foregoing corporation as indicated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 21st day of March, 1995.


NOTARY PUBLIC
My Commission Expires:



PEGGY J. NESTOR
My Commission CC402079
Expires Aug. 22, 1998
Bonded by HAI
800-422-1555