

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-224-9171
904-224-9172

800-347-8087

P4500061082



ACCOUNT NO : 072100000032

REFERENCE : 655115 5674A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : August 7, 1995

ORDER TIME : 8:24 AM

ORDER NO. : 655115

700001555017

CUSTOMER NO: 5674A

CUSTOMER: Carla Wellborn, Legal Asst
KIMPTON BURKE & WHITE

Suite 203
28059 U.S. Highway 19, North
Clearwater, FL 34621

DOMESTIC FILING

NAME: M & M ICE CREAM II, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

EXAMINER'S INITIALS:

T. BROWN AUG - 8 1995

FILED
95 AUG - 8 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M & M ICE CREAM II, INC.

FILED
95 AUG -8 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

M & M ICE CREAM II, INC.

The address of the principal office of this corporation shall be 3098 Diamond Head Drive, Clearwater, Florida 34621, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any officer, director, employee, or agent to the extent permitted by law.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set
their hand and seal of Corporation Service Company
on August 8, 1995.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a business
office identical with the registered office of the corporation
name above, and having been designated as the Registered Agent in
the above and foregoing Articles, is familiar with and accepts
the obligations of the position of Registered Agent under
Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

CLD/cmh

LAW OFFICES OF

KIMPTON, BURKE & WHITE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE, JR.
LANGFRED W. WHITE
RICHARD T. HEIDEN

FAX (813) 796-0909

28059 U.S. HIGHWAY 19 NORTH
SUITE 100
CLEARWATER, FL. 34621-2698
TELEPHONE (813) 791-0863

October 12, 1995

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

300001612493
-10/17/95--01039--008
*****35.00 *****35.00

RE: M & M Ice Cream II, Inc.
Our File No. 7738.04.6.000

Gentlemen:

Enclosed is Registered Agent Certificate designating new Registered Agent for the captioned corporation. Please file the same in the records of your office.

Please date stamp the duplicate copy enclosed with the filing information and return in the self-addressed, stamped envelope also enclosed.

Further enclosed is our check in the amount of \$35 covering your filing fees.

Sincerely,

KIMPTON, BURKE & WHITE, P.A.


Robert C. Burke, Jr.

RCB/cgw
Enclosures

RA Chg.

FILED
95 OCT 16 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VS OCT 19 1995

cgw:95depa01.1tr

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: M & M ICE CREAM II, INC.

1b. Date of incorporation AUGUST 8, 1995 Document number P950006106

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

STEPHANIE MANELLA

3098 DIAMOND HEAD DRIVE, CLEARWATER, FL 34621

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

SIGNATURE
SEPTEMBER 27, 1995
DATE

STEPHANIE MANELLA, PRESIDENT
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE
(Registered Agent)
DATE SEPTEMBER 27, 1995

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314