

ALEXANDER & WHEELER, CPAS

2701 Le Jeune Road, Suite 300
Coral Gables, Florida 33134

(305) 448-1626
Fax (305) 443-0309

DATE: 1/10/96
FROM: GARY D. ALEXANDER
TO: DIVISION OF CORPORATIONS
RE: B & F EGGCREAM COMPANY

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-01/22/96--01065--003
*****122.50 *****122.50

PLEASE FILE THE ENCLOSED ARTICLES AND RETURN A COPY
TO THE FOLLOWING ADDRESS:

GARY D. ALEXANDER
2701 LEJEUNE ROAD, SUITE 300
CORAL GABLES, FL 33134

ENCLOSED: CHECK IN THE AMOUNT OF \$122.50.
ORIGINAL ARTICLES OF INCORPORATION.

FILED
JAN 22 AM 8:49
TALLAHASSEE, FLORIDA

THANKS,

GARY D. ALEXANDER

SN JAN 26 1996

FILED

95 JAN 22 AM 8:49

CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF:

B & F EggCream Company

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

B & F EggCream Company

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to call thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The Corporation shall commence its existence on the date of filing and have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at: B & F EggCream Company;
Address: 701 Flamingo West Drive
Pembroke Pines, FL 33027

Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), to be increased at the discretion of the board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

Gary D. Alexander,
Address: 2701 LeJeune Road, Suite 300
Coral Gables, FL 33134

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Fred Tillem, President, Treasurer & Director
Address: 701 Flamingo West Drive
Pembroke Pines, FL 33027

William Thielemann, Vice President, Secretary & Director
Address: 701 Flamingo West Drive
Pembroke Pines, FL 33027

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation are as follows:

Gary D. Alexander:
Address: 2701 LeJeune Road, Suite 300
Coral Gables, FL 33134

ARTICLE XI

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By—Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.


ARTICLE XIV

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are peculiarly or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

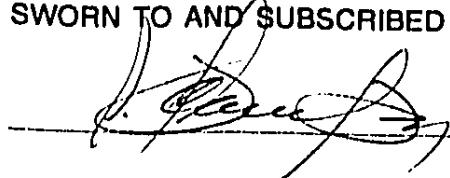
IN WITNESS WHEREOF, the undersigned Incorporator, being the same person in Article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this 18rd day of January, 1996.



Gary D. Alexander

STATE OF FLORIDA COUNTY OF DADE BEFORE ME, the undersigned authority, personally appeared, Gary D. Alexander to me known to be the person described herein and whose name is signed on the foregoing Certificate of Incorporation of B & F EggCream Company and who is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 18 day of January, 1996.


_____, Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: B. & F. EggCream Company
2. The name and address of the registered agent and office is:

Gary D. Alexander:

Address: 2701 LeJeune Road, Suite 300
Coral Gables, FL 33134

SIGNATURE: _____

(Director)

TITLE: _____

DATE: _____

11/18/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____

DATE: _____

11/18/96

FILED
96 JAN 22 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA