

P960000/3062

1641-3035-0

2/06/96

MONIQUE ROSS

413-935-6777

SUNCOAST RESTURANT MGMT INC

Five Suite. 195

3450 BUSCHWOOD PARK DR STE 195

TAMPA

FL 33616

400001713554

-02/13/96--01093--006

OFFICIAL USE ONLY

*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. Monique's Ice Cream And Yogurt,
(Corporation Name) (Document #)
2. Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 FEB 12 PM 12:10
TALLAHASSEE, FLORIDA
STATE

FEB 7 1996 BSR

(685) 780 688
W96-2837



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 7, 1996

**MONIQUE ROSS
SUNCOAST RESTAURANT MANAGEMENT INC.
3450 BUSCHWOOD PARK DRIVE SUITE 195
TAMPA, FL 33618**

SUBJECT: MONIQUE'S ICE CREAM AND YOGUART, INC.
Ref. Number: W96000002837

We have received your document for MONIQUE'S ICE CREAM AND YOGUART, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00005382

Monique's
Ice Cream & Yogurt, Inc.

February 9, 1996

Florida Department of State
Divisions of Corporations
Attn: Brenda Baker
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: MONIQUE'S ICE CREAM & YOGURT, INC.
Ref. Number: W96000002837

Please find enclosed a check for \$70.00 for the purpose of incorporating the above referenced business. Also please note that the correct spelling of the incorporated business is as follows:

Monique's Ice Cream & Yogurt, Inc.

Attached is a copy of letter number #596A00005382 for your reference. If you need anything further or if you have additional questions, please do not hesitate to contact me.

Respectfully,



Monique R. Ross
President

ARTICLES OF INCORPORATION
OF
MONIQUE'S ICE CREAM AND YOGURT, INC.

FILED
96 FEB 12 PM 12:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name and initial address of this Corporation shall be: MONIQUE'S ICE CREAM AND YOGURT, INC., 768 East Lake Road, Palm Harbor, Florida 34685.

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:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
10,000	None	Common

The consideration for all of the said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be at 3450 Buschwood Park Drive, Suite 195, Tampa, Florida 33618, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Steven M. Nesbitt.

ARTICLE VI

This Corporation shall initially have two directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

STEVEN M. NESBITT

**3450 Buschwood Park Drive, Suite 195
Tampa, Florida 33618**

MONIQUE R. ROSS

**768 East Lake Road
Palm Harbor, Florida 34685**

ARTICLE VIII

The name and address of the incorporator is: **STEVEN M. NESBITT, 3450 Buschwood Park Drive, Suite 195, Tampa, Florida 33618.**

ARTICLE IX

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 of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

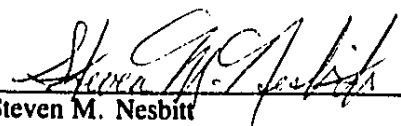
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation. of (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suite, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of February, 1996.


Steven M. Nesbitt
Incorporator

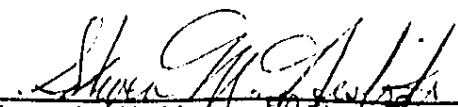
**CERTIFICATE DESIGNATING PLACE OF AGENT FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That Monique's Ice Cream and Yogurt, Inc., desiring to organize under the laws of the State of Florida, has named Steven M. Nesbitt as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 1st day of February, 1996.



Steven M. Nesbitt
Registered Agent

FILED
FEB 12 PM 12:10
CLERK OF STATE
HILLSBOROUGH, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me on this 1st day of February, 1996 by Steven M. Nesbitt as Incorporator of Monique's Ice Cream and Yogurt, Inc. on behalf of the Corporation.




Notary Public
State of Florida at Large
My commission Expires: