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LAW OFFICE
MARTIN & MARTIN
A PROFESSIONAL ASSOCIATION

200 LAKE MORTON DRIVE
SUITE 300
LAKELAND, FLORIDA 33801
941-688-7611

MAILING ADDRESS
POST OFFICE BOX 117
LAKELAND, FLORIDA 33802
TELECOPIER: 941-688-7329

February 14, 1996

Division of Corporations
Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

800001718649
-02/20/96--01017--023
****122.50 ****122.50

RE: DERBY'S ICE CREAM, INC.

Greetings:

Enclosed herewith is Articles of Incorporation of Derby's Ice Cream, Inc. together with a check for \$122.50, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

Please certify the enclosed copy of the Articles of Incorporation and return to our office.

Thank you for your prompt attention to this matter.

Yours very truly,


Dana L. Townsend

Enclosures

cc: Donald R. Barrett

FILED
96 MAR -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

w96-3977
Dana
2-21-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 21, 1996

DANA L. TOWNSEND
200 LAKE MORTON DRIVE
SUITE 300
LAKELAND, FL 33801

SUBJECT: DERBY'S ICE CREAM, INC.
Ref. Number: W96000003977

We have received your document for DERBY'S ICE CREAM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 996A00007669

LAW OFFICES
MARTIN & MARTIN
A PROFESSIONAL ASSOCIATION

800 LAKE MORTON DRIVE
SUITE 300
LAKELAND, FLORIDA 33801
941-688-7611

MAILING ADDRESS
POST OFFICE BOX 117
LAKELAND, FLORIDA 33802

TELECOPIER: 941-688-7329

February 26, 1996

Ms. Dana Farmer
Division of Corporations
Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: **DERBY'S ICE CREAM, INC.**
Letter Number: 996A00007669

Greetings:

Enclosed herewith are Articles of Incorporation of Derby's Ice Cream, Inc. and your letter of February 21, 1996.

My telephone number for your records, as requested in paragraph 3, is (941) 688-7611, extension 6.

Please certify the enclosed copy of the Articles of Incorporation and return to our office.

Thank you for your prompt attention to this matter.

Yours very truly,



Dana L. Townsend

Enclosures

ARTICLES OF INCORPORATION
OF
DERBY'S ICE CREAM, INC.

FILED
96 MAR -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 shall be: Derby's Ice Cream, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4908 Sand Mountain Loop Road, Auburndale, Florida 33823.

ARTICLE III PURPOSE

The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the following, viz:

To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to improve the property of the Corporation, and to sell, lease, mortgage and pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the Corporation; to construct, erect, equip, repair and improve houses, buildings, public or private roads and all appurtenances and equipment necessary thereto or connected therewith;

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatever, to dispose of real property within or without the State of Florida, wherever situated;

To manufacture, purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any

manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State;

To negotiate, purchase, hold and transfer title to both tangible and intangible personal property, both for itself and as agent for others; and to collect commissions, fees or other remuneration in connection therewith;

To manufacture, sell and distribute any articles which the Board of Directors or Stockholders of this Corporation sees fit to manufacture, sell or distribute, and to operate maintenance and repair business in connection with or related thereto;

To acquire the good will, rights and property, and the whole, or any part of the assets, tangible and intangible, of any person, firm or corporation; and to undertake and assume the liabilities of any person, firm or corporation; to pay for the good will, rights, property and assets in cash, stock of this Corporation, bonds or otherwise, or by undertaking the whole, or any part, of the liabilities of the transferred; to hold, or in any manner dispose of, the whole, or any part, of the property so purchased; to conduct in any lawful manner the whole, or any part, of such business so acquired; and to exercise all powers necessary or convenient in and about the conduct and management of the acquired business.

To undertake and carry out the incorporation, consolidation, organization, reorganization, reconstruction, administration, liquidation, financing or financial readjustment of any corporation formed, or to be formed, or of any undertaking, business, affairs or interest, and to transact any business necessary or incidental thereto;

To apply for, purchase, register, or in any manner to acquire and hold, own, use, operate and introduce, sell, lease, assign, pledge or in any manner dispose of, or otherwise deal with patents, patent rights, licenses, copyrights, trademarks, trade names; and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands, or other rights, and to work, operate, or develop them, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, territory, state, government, or any dependency thereof;

To borrow money, issue notes, bonds, debentures, or other obligations or evidences of indebtedness, whether secured by mortgages, pledges or otherwise, without limit as to the amount for the purpose of the business; and to secure the same by mortgages, pledges or otherwise;

To join or enter into partnership agreements, cooperative agreements or agreements for a joint enterprise, with any person, firms, associations or corporations, and to engage in and carry on any business as a partner in a partnership that the Corporation is authorized to engage in;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the Corporation, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by law to the same extent as natural persons might or could do, and the foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock of the Corporation that may be issued is 10,000 consisting of (1000) voting common shares with one dollar (\$1.00) par value per share and (9000) nonvoting common shares with one dollar (\$1.00) par value. Each class of shares shall be identical in all respects, except that the nonvoting shares shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such nonvoting shares.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Donald R. Barrett

FILED
MAR -5 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATOR

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

Donald R. Barrett, 4908 Sand Mountain Loop Road, Auburndale, Florida 33823.

The undersigned executed these Articles of Incorporation this 13th day of February, 1996.

Donald R. Barrett
Donald R. Barrett, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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: Derby's Ice Cream, Inc.
2. The name and address of the registered agent and office is: Donald R. Barrett
4908 Sand Mountain Loop Road, Auburndale, FL 33823.

SIGNATURE Donald R. Barrett
TITLE Incorporator
DATE February 13, 1996

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 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.

SIGNATURE Donald R. Barrett
DATE February 13, 1996

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Donald R. Barrett, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 13th day of February, 1996.

(seal)



Dana Lynn Townsend
MY COMMISSION # CC808206 EXPIRES
November 8, 1999
BONDED THRU TRYI FARM INSURANCE, INC.

Dana Lynn Townsend
NOTARY PUBLIC