

B. REGISTER MAR 12 1996

ARTICLES OF INCORPORATION

OF

ADIES M OF LKLD, INC.

FILED
26 MAR -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is **ADIES M OF LKLD, INC..**

SECOND: 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 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 engage in the sales of Ice Cream and other food products.

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 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 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 or 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.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is ten Thousand (10,000) shares of common stock having a par value of one Dollar (\$1.00) per share.

FOURTH: The amount of capital with which this Corporation will begin business is One Thousand and No/100 Dollars (\$ 1,000.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 105 Lake Miriam Drive, Lakeland, Florida, 33813.

SEVENTH: This Corporation shall have two (1) Director initially. The number of Directors may be increased from time to time by changes to the By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHTH: The name and street address of the members of the first Board of Directors, Incorporators and Subscribers to these Articles of Incorporation are:

ADELINA MILLER

**105 Lake Miriam Drive
Lakeland, FL 33813**

NINTH: The Registered Agent and his address for service of process of this Corporation is **ADELINA MILLER**, 2600 Summitview Drive, Lakeland, Florida 33813.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1996.

Signatures of Incorporator:

Adelina Miller

ADELINA MILLER/PRESIDENT/TREASURER

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 MAR -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ADIES M OF LKLD, INC.
2. The name and address of the registered agent and office is: ADELINA MILLER
2600 SUMMITVIEW DRIVE
LAKE LAND, FL 33913

Signature: Adelina Miller

Title: _____

Date: _____

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: Adelina Miller

Date: _____