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JOHN P. FRAZER
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May 20, 1996

P96000047944

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

100001847844
-06/03/96--01036--005
****122.50 ****122.50

Gentlemen:

Enclosed are two original executed Articles of Incorporation for Ice Dream Enterprises, Inc. and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,


John P. Frazer

cm

Enclosures

cc: Allan R. Stuart

FILED
96 MAY 31 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LFT
6-6-96

**ARTICLES OF INCORPORATION
OF
ICE DREAM ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **ICE DREAM ENTERPRISES, INC.**, and its street address is 2100 Swan Lane, Safety Harbor, Florida 34695.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to provide all services and uses authorized by the Florida Business Corporation Act, and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2100 Swan Lane, Safety Harbor, Florida 34695, and the name of the registered agent of this corporation at that address is Rebecca A. Stuart.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles of incorporation are:

Allan R. Stuart

2100 Swan Lane
Safety Harbor, FL 34695

Rebecca A. Stuart

2100 Swan Lane
Safety Harbor, FL 34695

Susanna A. Soarles

2100 Swan Lane
Safety Harbor, FL 34695

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The corporation shall initially have three (3) shareholders. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed and directed by, the shareholders of this corporation. This corporation, through its duly elected officers, shall have the power to execute contracts with other corporations and individuals to buy, own, sell, rent, mortgage or otherwise acquire and dispose of real estate and personal property.

ARTICLE IX - QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote represented shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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**ARTICLE X - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution, merger, acquisition or liquidation of the corporation. Each shareholder shall have one vote for each one percent (1%) of the total shares of the company stock that they own.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of May, 1996.

Allan R. Stuart
Allan R. Stuart

Rebecca A. Stuart
Rebecca A. Stuart

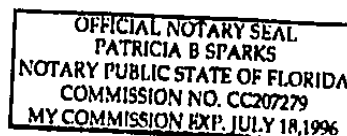
Susanne A. Searles
Susanne A. Searles

STATE OF FLORIDA
COUNTY OF PINELLAS

28th The foregoing instrument was acknowledged before me this day of May, 1996, by ALLAN R. STUART, (X) who is personally known to me, or () who has produced a Florida Driver's License or _____ as identification.

Patricia B. Sparks
Notary Public

My Commission Expires:



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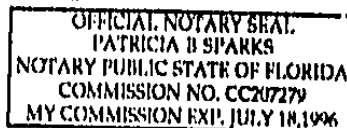
Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

STATE OF FLORIDA
COUNTY OF PINELLAS

28th The foregoing instrument was acknowledged before me this
day of May, 1996, by REBECCA A. STUART, (✓) who is
personally known to me, or () who has produced a Florida
Driver's License or _____ as identification.

Patricia B. Sparks
Notary Public

My Commission Expires:

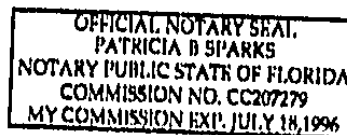


STATE OF FLORIDA
COUNTY OF PINELLAS

28th The foregoing instrument was acknowledged before me this
day of May, 1996, by SUSANNE A. SEARLES, (✓) who is
personally known to me, or () who has produced a Florida
Driver's License or _____ as identification.

Patricia B. Sparks
Notary Public

My Commission Expires:



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& Brandt
& Trask**

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Post Office Box 1178
595 Main Street
Dunedin, FL 34698

FILED

96 MAY 31 PM 4 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: ICE DREAM ENTERPRISES, INC., desiring
to organize or qualify under the laws of the State of Florida,
with the principal place of business in the City of Safety
Harbor, Florida, has named REBECCA A. STUART as its resident
agent to accept service of process within Florida.

Signature: Rebecca A. Stuart
Title: President
Date: 5/28/96

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
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.

Signature: Rebecca A. Stuart
Date: 5/28/96

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