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August 15, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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RE: SCOOPERS ICE CREAM OF FLORIDA, INC.

Gentlemen:

Relative to the above, enclosed please find original and one copy of Articles of Incorporation together with our trust account check payable to your order in the sum of \$ 122.50.

Kindly issue the Charter and forward same to this office at your earliest convenience.

Thank you for your kind cooperation.

Respectfully yours,

LAWRENCE J. MEYER

LJM:jam

8/16/96
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ARTICLES OF INCORPORATION
OF
SCOOPERS ICE CREAM OF FLORIDA, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming and forming a body corporate under the laws of the State of Florida, under and by virtue of the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be SCOOPERS ICE CREAM OF FLORIDA, INC.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To engage in the production, manufacture and distribution, at both retail and wholesale, of ice cream, and like products, together with other food products from milk, cream and other dairy and incidental products; to own, lease or otherwise acquire, by deed, purchase, lease or otherwise, the necessary property, buildings, machinery and other equipment necessary or incidental to the business, and for the carrying out of the purpose of the corporation.

B. To exercise any power and authority which may be done by a private corporation organized and existing

under and by virtue of chapter 607, Florida Statutes, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

ARTICLE III.

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (500.00) DOLLARS.

ARTICLE IV.

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is ten thousand (10,000) shares of common stock having a \$1.00 par value.

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The street address of the initial registered/ principal office of this corporation shall be located at 4170 N.W. 10th. Street, Delray Beach, Florida 33445, and the name of the initial registered agent of this corporation in said registered/principal office is DEAN STRAUSS.

ARTICLE VII.

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

NAMEADDRESS

DEAN STRAUSS

4170 N.W. 10th. Street
Delray Beach, Florida 33445

WOODROW J. WELSCH

122 Cidar Lane
Pittsburgh, Pennsylvania 15317ARTICLE VIII.

The names and addresses of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, and the offices they hold are as follows:

NAMEADDRESSOFFICE

DEAN STRAUSS

4170 N.W. 10 Street
Delray Beach, Fl. 33445

PRESIDENT

WOODROW J. WELSCH

122 Cidar Lane
Pittsburgh, Pa. 15317SECRETARY/
TREASURERARTICLE IX.

The names and addresses of the subscribers to these Articles of Incorporation and a statement of the number of shares which they agree to take are as follows:

NAMEADDRESSNO. OF SHARES

DEAN STRAUSS

4170 N.W. 10 Street
Delray Beach, Fl. 33445

500

WOODROW J. WELSCH

122 Cidar Lane
Pittsburgh, Pa. 15317

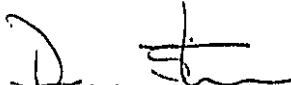
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ARTICLE X.

The By-Laws of this corporation may provide that less than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, we, the undersigned, have made,
subscribed and acknowledged these Articles of Incorporation,

this 16th day of August, 1996.



DEAN STRAUSS (SEAL)




WOODROW J. WELSCH (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DEAN STRAUSS and WOODROW J. WELSCH, who are personally known to me or who produced N/A as identification, and who are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

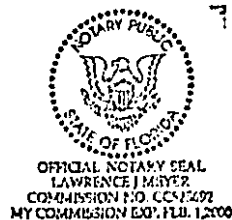
IN WITNESS WHEREOF, I have hereto set my hand and official seal this 16th day of August, 1996.



NOTARY PUBLIC
State of Florida at Large

LAWRENCE J MEYER


My commission expires:




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:

That SCOOPERS ICE CREAM OF FLORIDA, INC.
desiring to organize or qualify under the Laws of the State
of Florida, with its principal place of business at City of
Delray Beach, State of Florida has named
DEAN STRAUSS
located at 4170 N.W. 10th. Street
City of Delray Beach, State of Florida, as its
agent to accept service of process within Florida.

SIGNATURE 
(Corporate Officer)
DEAN STRAUSS
TITLE President
DATE August 16, 1996

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.

SIGNATURE 
DEAN STRAUSS
DATE August 16, 1996