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P96000085643

October 9, 1996

SENT VIA: AIRBORNE EXPRESS

Florida Secretary of State
Corporate Records Bureau
409 East Gains Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 8:12

Re: Incorporation of: KATHY'S ICE CREAM, INC. 600001982076-4
10/21/96--01071-027
***122.50 ***122.50

Ladies/Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the following:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249. I have enclosed a return Airborne Express envelope in order to expedite return of the filed articles.

Sincerely,

Dulce Gomez
Dulce Gomez

dg
Encls.

P.S. Time is of The Essence.
Thank You.

**ARTICLES OF INCORPORATION
OF
KATHY'S ICE CREAM, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 OCT 10 AM 13

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KATHY'S ICE CREAM, INC.

The address of the principal office of this corporation shall be 12983 S.W. 112th Street, Bay D6 Building D, Miami, Florida 33186, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may transact or engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 12983 S.W. 112th Street, Bay D6 Building D, Miami, Florida 33186 and the name of the initial registered agent of the corporation is KATHLEEN VALDEZ, whose address is 12983 S.W. 112th Street, Bay D6 Building D, Miami, Florida 33186.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

Kathleen Valdez
12983 S.W. 112th Street
Bay D6 Building D
Miami, Florida 33186

President, Secretary & Treasurer

ARTICLE VIII. OFFICERS

The names and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed is:

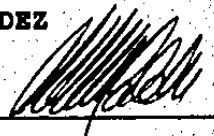
Kathleen Valdez
12983 S.W. 112th Street
Bay D6 Building D
Miami, Florida 33186

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Kathleen Valdez
12983 S.W. 112th Street
Bay D6 Building D
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 9th day of October, 1996.

KATHLEEN VALDEZ



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

KATHLEEN VALDEZ, having a mailing address of 12983 S.W. 112th Street, Bay D6 Building D, Miami, Florida 33186, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

KATHLEEN VALDEZ



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 10 AM 8:13