

HUDDLESTON & PALUMBO  
ATTORNEYS AT LAW

Pam Huddleston  
Catherine B. Palumbo

9600094219

November 8, 1996

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

100002004751--9  
-11/14/96--01082--004  
\*\*\*122.50 \*\*\*122.50

RE: Thee Ice Manz Italian Ice, Inc.

EFFECTIVE DATE  
11-8-96

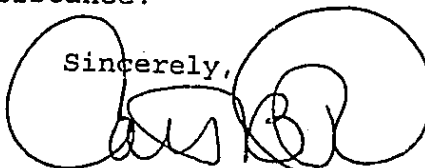
Dear Sir or Madam:

This is to enclose the original and one copy of Articles of Incorporation regarding the above referenced professional association, together with a check in the amount of One Hundred Twenty-Two Dollars Fifty Cents (\$122.50), as filing fees for same. Please file the original and return a certified copy to me.

Should you have any questions or require any additional information, please do not hesitate to contact my office.

Thank you for your assistance.

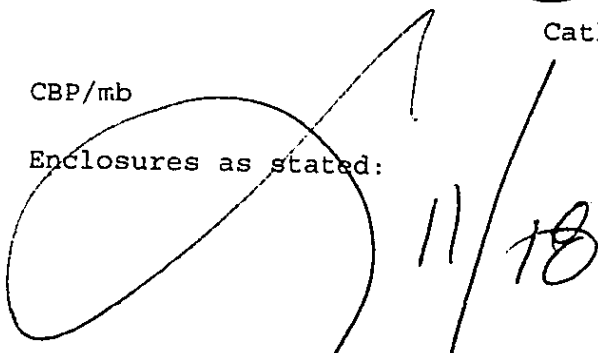
Sincerely,



Catherine B. Palumbo, Esq.

CBP/mb

Enclosures as stated:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 14 AM 11:27

FILED

396A-52465

ARTICLES OF INCORPORATION  
OF  
THEE ICE MANZ ITALIAN ICE, INC.

FILED  
96 NOV 14 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Florida Professional Service Corporation Act and other laws of the State of Florida.

EFFECTIVE DATE  
11-8-96

ARTICLE I - NAME

The name of this corporation is: THEE ICE MANZ ITALIAN ICE, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be as of the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: To engage in every phase and aspect of rendering to the public professional services permitted under the laws of the United States and the State of Florida.

To invest the funds of the corporation in real estate,

mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendition of professional services.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) any other retirement or incentive compensation plan.

Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in

conformity with the provisions of the Florida General Corporation Act and the Florida Professional Service Corporation Act.

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act and the Florida Professional Service Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity, and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in

association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objectives of the corporation.

It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended; provided however, that nothing herein shall be construed as authorizing the corporation to engage in any business other than the rendition of the professional services for which it is specifically incorporated, and nothing herein shall be interpreted to prohibit the corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendition of professional services.

The paragraphs of this Article shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

#### ARTICLE IV -CAPITAL STOCK

This corporation is authorized to issue Five Hundred shares of One and no/100 Dollar (\$1.00) par value common stock.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - QUALIFICATIONS OF SHAREHOLDERS**

The corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation in the State of Florida will be 2341 Appalachian Drive, Melbourne, FL 32935; the initial registered office of this corporation is 2341 Appalachian Drive, Melbourne, FL 32935; and the name of the initial registered agent of this corporation at that address is Frank Schrader.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
FRANK SCHRADER	2341 Appalachian Drive Melbourne, FL 32935

Any director may be removed from office by the holders of a majority of the issued and outstanding stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by the shareholders.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

NAME	ADDRESS
FRANK SCHRADER	2341 Appalachian Drive Melbourne, FL 32935

ARTICLE X - SHAREHOLDERS

The names and addresses of the initial shareholders of the corporation and the number of shares of stock each has subscribed for and the value of the consideration therefore are:

NAME/ADDRESS	SHARES	CONSIDERATION
FRANK SCHRADER 2341 Appalachian Drive Melbourne, FL 32935	250	\$250.00

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the shareholders.

#### ARTICLE XII - OFFICERS

The initial officers of this corporation shall be: FRANK SCHRADER, President, Vice President, Secretary and Treasurer.

#### ARTICLE XIX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Directors, proposed by the stockholders, and approved at a stockholder's meeting by holders of more than FIFTY PERCENT (50%) of the shares of stock entitled to vote thereon, unless all Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this the 8<sup>th</sup> day of November, 1996.



Frank Schrader  
FRANK SCHRADER

STATE OF FLORIDA  
COUNTY OF BREVARD

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 FRANK SCHRADER, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and being first duly sworn he acknowledged before me that being fully informed of the contents thereof, he voluntarily subscribed to these Articles of Incorporation on the day the same bears date.

WITNESS my hand and official seal in the County and State named above this 8<sup>th</sup> day of November, 1996.

Identification:  
Personally Known

Mitzi B. Bates  
Notary Public  
PRINT NAME: Mitzi B. Bates  
My Commission Expires:

This instrument was prepared by:

Catherine B. Palumbo, Esq.  
Huddleston & Palumbo  
112 W. New Haven Avenue  
Melbourne, FL 32901  
(407) 725-4207  
Florida Bar No.: 881848



MITZI B. BATES  
MY COMMISSION # CC446752 EXPIRES  
March 23, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
96 NOV 14 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named in Article VII of the foregoing Articles of Incorporation to accept service of process for the above stated

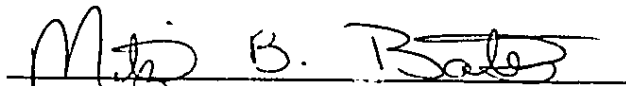
corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 2341 Appalachian Drive, Melbourne, Florida 32935.

IN WITNESS WHEREOF, the name and seal of said resident agent is hereby affixed at Melbourne, Brevard County, Florida, this 8<sup>th</sup> day of November, 1996.

  
FRANK SCHRADER

Subscribed and sworn to before me  
this 8<sup>th</sup> day of November, 1996,  
by FRANK SCHRADER, who  
is personally known to me or who has  
produced the following form of  
identification: Florida Driver's License

  
Notary Public  
Print Name: Mitzi B. Bates  
My commission expires:



MITZI B. BATES  
MY COMMISSION # CC446752 EXPIRES  
March 23, 1999  
BONDED THIRD TROY FAIR INSURANCE, INC.