

P96000097641

TRANSMITTAL LETTER

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

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-11/01/96--01060--020
****122.50 ****122.50

SUBJECT: Toucan Frozen Desserts, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Eric Davis
Name (Printed or typed)

11830 S.W. 80th st. Suite #417
Address

Miami FL 33183
City, State & Zip

305 254 3763
Daytime Telephone number

FILED
96 DEC -3 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 6 1996 BSB W96-23556
615

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

ERIC DAVIS
11830 S.W. 80TH STREET
SUITE #417
MIAMI, FL 33183

SUBJECT: TOUCAN FROZEN DESSERTS, INC.
Ref. Number: W96000023556

We have received your document for TOUCAN FROZEN DESSERTS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 696A00050922

**ARTICLES OF INCORPORATION
OF
TOUCAN FROZEN DESSERTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: TOUCAN FROZEN DESSERTS, INC.

The name of this corporation is TOUCAN FROZEN DESSERTS.

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of the State.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11830 S.W. 80th Street, Suite 417, Miami, Florida 33183, and the name of the initial registered agent of this corporation at that address is Eric C. Davis.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Eric C. Davis
11830 S.W. 80th Street
Suite 417
Miami, Florida 33183

ARTICLE VIII: INCORPORATORS

The name and address of the Incorporator signing these articles is: Eric C. Davis, 11830 S.W. 80th Street, Suite 417, Miami, Florida 33183.

ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28th day of October, 1996.



ERIC C. DAVIS
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared Eric C. Davis, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this ____ day of _____, 1996.

NOTARY PUBLIC, State of Florida
at Large

My commission expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Toucan Frozen Desserts, Inc.

2. The name and address of the registered agent and office is:

Eric Davis
(NAME)

11830 S.W. 80th Street Suite 417
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33183
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

11/24/96
(DATE)