

P97000014454

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OF COUNSEL
FARRIS BRYANT

June 25, 1997

Florida Department of State
Divisions of Corporations
Tallahassee, Florida 32314

Re: Sorbet Inc.

To whom it may concern:

Please find enclosed the original executed Restated and Amended Articles of Incorporation for Sorbet, Inc. Also find enclosed the Directors Resolution Adopting the Restated and Amended Articles of Incorporation and a check in the amount of \$35.00 for the filing fee.

If you have any questions, please call.

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-06/27/97-01101-011
*****35.00 *****35.00

Sincerely,

Kimberly Belzer

Kimberly Belzer
Legal Secretary

Enclosures

FILED
97 JUL 17 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/17*

Amended & Restated

**RESTATED AND AMENDED ARTICLES
OF INCORPORATION
SORBET, INC.**

FILED
97 JUL 17 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provision of FS 607.1007, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, adopts the following restated and amended articles of incorporation:

ARTICLE ONE: NAME

The name of the corporation is Sorbet, Inc.

ARTICLE TWO: PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1536 Atlantic Blvd., Jacksonville, Florida 32207. The mailing address of the corporation is 11714 Tanager Drive, Jacksonville, Florida 32225.

ARTICLE THREE: CORPORATION DURATION

The duration of the corporation is perpetual. The date and time of commencement of corporation existence is February 11, 1997.

ARTICLE FOUR: PURPOSES OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the selling business of ice cream and related products;
2. To transact any other lawful business for which corporation may be incorporated under the Florida Business Corporation Act;
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 30,000 shares of common stock. Of such shares 20,000 shall be Class A Voting Common stock shares and 10,000 shall be Class B Non-Voting common stock shares. Each share shall have a par value of \$0.01. The common stock of Class A Voting and the common stock of Class B Non-Voting shall be identical in all respects, except that the holders of the common stock Class B Non-Voting shall have no voting power for any purpose whatsoever and the holders of common stock Class A Voting shall, to the exclusion of the holders of common stock Class B Non-Voting, have full voting power for all purposes.

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ARTICLE SIX: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporations is 11714 Tanager Drive, Jacksonville, Florida 32225 and the name of the initial registered agent at such address, is Dennis Nelson.

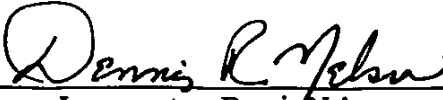
ARTICLE SEVEN: DIRECTORS

The number of directors constituting the corporation's initial board of directors is one The name and address of each person who is to serve as a member of the initial board of directors is Dennis Nelson, 11714 Tanager Drive, Jacksonville, Florida 32225.

ARTICLE EIGHT: INCORPORATORS

The name and address of the incorporator is Dennis Nelson, 11714 Tanager Drive, Jacksonville, Florida 32225.

Executed by the undersigned at 1400 Prudential Drive, Jacksonville, Florida 32207 on June 26, 1997.


Incorporator: Dennis Nelson
President

ACKNOWLEDGMENT

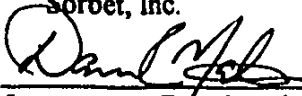
Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of the law relating to keeping said office open.

6/25/97
Date


Registered Agent -Dennis Nelson

The foregoing Restated and Amended Articles of Incorporation correctly set forth the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersedes the original Articles of Incorporation and all amendments thereto.

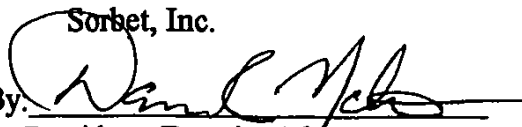
Dated June 25, 1997.

Sorbet, Inc.
By: 
Incorporator-Dennis Nelson

SHAREHOLDERS RESOLUTION
ADOPTING RESTATED AND AMENDED
ARTICLES OF INCORPORATION

Resolved: That the attached Restated and Amended Articles of Incorporation of Sorbet, Inc. are adopted as the Articles of Incorporation of Sorbet, Inc. by the shareholders and the Board of Directors.

Date of Adoption this 25th day of June 1997.

Sorbet, Inc.
By 
President -Dennis Nelson

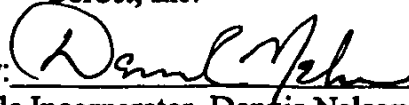
DIRECTORS RESOLUTION
ADOPTING RESTATED AND AMENDED
ARTICLES OF INCORPORATION

Resolved: That the attached Restated and Amended Articles of Incorporation of Sorbet, Inc. are adopted as the Articles of Incorporation of Sorbet, Inc.

Dated this 25 day of June 1997.

Sorbet, Inc.

By:

A handwritten signature in cursive script, appearing to read "Dennis Nelson", is written over a horizontal line.

Sole Incorporator -Dennis Nelson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

CECILIA BRYANT, P.A.
1400 PRUDENTIAL DRIVE
SUITE 7
JACKSONVILLE, FL 32207

SUBJECT: SORBET, INC.
Ref. Number: P97000014454

We have received your document for SORBET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 997A00034646