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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: FERNANDO JIMENO
074553003252

ACCT#:

CONTACT: FERNANDO JIMENO
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FAX #:

NAME: RAINBOW ICE CREAM, INC.

AUDIT NUMBER.....H97000007763

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 12 1997

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**ARTICLES OF INCORPORATION
OF**

RAINBOW ICE CREAM, INC.

FILED
97 MAY 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is:

RAINBOW ICE CREAM, INC.

Its principal office and mailing address shall be located at

668 EAST 51st Street

Hialeah, Florida. 33013

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of five dollars (\$5.00) par value Common Stock, which shall be designated "COMMON SHARES"

Document prepared by: Fernando Jimeno 19754 nw 61 Ave Miami, FL. 33015 (305) 621-4842

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

ANDRES MASPONS
668 East 51st Street
Hialeah, FL. 33013

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

ANDRES MASPONS
668 East 51st Street
Hialeah, FL. 33013

President - Secretary

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

ANDRES MASPONS
668 East 51st Street
Hialeah, FL. 33013

IN WITNESS WHEREOF, the undersigned subscriber(s) acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12th day of May, 1997


ANDRES MASPONS
Incorporator

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FILED
97 MAY 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

RAINBOW ICE CREAM, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

668 East 51th Street
Hialeah, FL. 33013

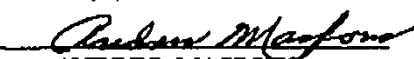
has name

ANDRES MASPONS

located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


ANDRES MASPONS
Registered Agent

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