



THE UNITED STATES  
CORPORATION  
COMPANY

p97000057287

ACCOUNT NO. : 072100000032

REFERENCE : 446567 129153A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 446567-005

CUSTOMER NO: 129153A

700002226377--9  
-06/30/97--01068--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Carolyn E. Moore, Legal Asst  
JAMES R. MEROLA, P.A.

Suite 204  
11380 Prosperity Farms Road  
Palm Beach Grds, FL 33410

DOMESTIC FILING

NAME: SUNDAES ICE CREAM BAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

SN JUN 30 1997

ARTICLES OF INCORPORATION

OF

SUNDAES ICE CREAM BAR, INC. [FBI] 135  
97 JUN 30 PM 3:54  
FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS

The name of the Corporation shall be SUNDAES ICE CREAM BAR, INC., and the principal place of business shall be 924 Northlake Boulevard, North Palm Beach, Florida, 33408.

ARTICLE II  
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III  
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, and the name of the initial Registered Agent is JAMES R. MEROLA.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by the By-

Laws but shall never be less than one (1) nor more than nine (9). The names and addresses of the initial Directors are:

RAYMOND SCHWARTZ  
920 Orange Drive  
Lake Park, FL 33403

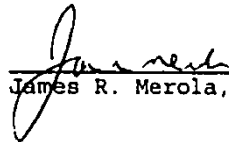
DEAN A. PRIMAVERA  
4001 - 40th Way  
West Palm Beach, FL 33407

ARTICLE VII  
INCORPORATOR

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


JAMES R. MEROLA  
11380 Prosperity Farms Road, Suite 204  
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 25th day of June, 1997.

  
James R. Merola, Incorporator

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 25th day of June, 1997, by JAMES R. MEROLA, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
(print name)

Notary Public, State of Florida  
My Commission Expires:



CAROLYN E. MOORE  
MY COMMISSION # CC342429 EXPIRES  
February 13, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

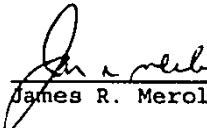
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, SUNDAES ICE CREAM BAR, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at Palm Beach County, Florida, has named: JAMES R. MEROLA, Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

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

  
James R. Merola

FILED  
JUN 10 1968  
PALM BEACH COUNTY  
FLORIDA