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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: TROPICAL FREEZE ICE CREAM COMPANY OF FLORIDA

AUDIT NUMBER.....H97000010824

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Tropical Freeze Ice Cream Company of Florida, Inc.

Article II. Address

The mailing address of the Corporation is:
Tropical Freeze Ice Cream Company of Florida, Inc.
1110 Placetas Avenue
Coral Gables FL 33146

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Tim Hartley
Valle & Craig, P.A.
80 SW 8th Street, Suite 2520
Miami FL 33130

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Richard Waddell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Tim Hartley | FL Bar Member 979066
Valle & Craig, P.A.
World Trade Center
80 SW 8th Street, Suite 2520
Miami FL 33130
305-373-2888
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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Tim Hartley
Valle & Craig, P.A.
World Trade Center
80 SW 8th Street, Suite 2520
Miami FL 33130

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 1, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 1, 1997.


TIM HARTLEY
by J.C. Rodriguez as attorney-in-fact

Tim Hartley | FL Bar Member 979066
Valle & Craig, P.A.
World Trade Center
80 SW 8th Street, Suite 2520
Miami FL 33130
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Tropical Freeze Ice Cream Company of Florida, Inc.

REGISTERED AGENT/OFFICE:

Tim Hartley
Valle & Craig, P.A.
80 SW 8th Street, Suite 2520
Miami FL 33130

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



TIM HARTLEY

by J.C. Rodriguez as attorney-in-fact

Date: July 1, 1997

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