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H. FRANK WINN, JR.

ATTY GENERAL
322 SOUTH ALCANIZ ST
SEVILLE SQUARE
PENSACOLA, FLORIDA 32501

August 18, 1997

MAIL: POST OFFICE BOX 150
PENSACOLA, FLORIDA 32591-0150
TELEPHONE: (904) 434-6214
TELECOPIER: (904) 434-6290

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-08/19/97--01007--006
*****122.50 *****122.50

Re: DAIRY FREEZE, INC.

EFFECTIVE DATE
8-18-97

Dear Sir or Madam:

Please find enclosed original and one copy each of
Articles of Incorporation and Registered Agent's Certificate.

Also enclosed is check in the amount of \$122.50 as
follows:

Filing fee -----	\$ 35.00
Certified copy -----	52.50
Registered Agent fee -----	<u>35.00</u>
Total -----	<u>\$122.50</u>

Please file the original of the enclosed Articles of
Incorporation and Registered Agent's Certificate and return a
certified copy to the undersigned.

Very truly yours,

H. FRANK WINN, JR.

HFwjrr/jkf

Encs.

cc: Mr. Raymond L. Knupp

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FILED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DAIRY FREEZE, INC.

FILED
97 AUG 19 PM 2:26
SEC.
TALLAHASSEE, FLA.

EFFECTIVE DATE
8-18-97

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is: DAIRY FREEZE, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the laws of Florida. The business to be transacted shall include, but not be limited to, retail food service, and to manufacture, purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue One Thousand

(1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence and its existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 250 Gulf Breeze Parkway, Gulf Breeze, FL 32561. The mailing address of the corporation is 250 Gulf Breeze Parkway, Gulf Breeze, FL 32561.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, which is the same as the principal office and mailing address of the corporation, is 250 Gulf Breeze Parkway, Gulf Breeze, FL 32561, and the registered agent of this

corporation at that address is RAYMOND L. KNUPP.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

RAYMOND L. KNUPP	DANITA W. KNUPP
8361 Carl Dean Street	8361 Carl Dean Street
Pensacola, FL 32514	Pensacola, FL 32514

MARCIA W. WILLIAMS
9 1/2 East Nine Mile Road
Pensacola, FL 32534

ARTICLE IX: INCORPORATOR

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

H. FRANK WINN, JR.
322 South Alcaniz Street
Pensacola, FL 32501

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

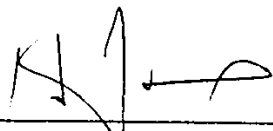
ARTICLE XI: TRANSFER OF STOCK

No stockholder, the executor or administrator of any deceased stockholder shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make such transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders preemptive rights of purchase as conditions precedent to the sale of stock.

ARTICLE XII: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation, on this 18th day of
August, 1997.

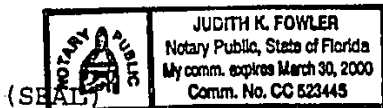


H. FRANK WINN, JR.

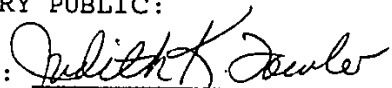
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me
this 18th day of August, 1997, by H. FRANK WINN, JR., who is
personally known to me.



NOTARY PUBLIC:

Sign: 
Print: Judith K. Fowler
State of Florida at Large
My Commission expires: 3/30/2000

FILED
97 AUG 19 PM 2:26
SECRET
TALLAHASSEE FLORIDA

REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FIRST, that DAIRY FREEZE, INC.,
desiring to organize under the laws of the State of Florida, with
its registered office as indicated in the Articles of
Incorporation, in Santa Rosa Co., Florida, has named _____
RAYMOND L. KNUPP, 250 Gulf Breeze Parkway, Gulf Breeze, FL 32561
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation at place designated in 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.

Raymond L. Knupp
RAYMOND L. KNUPP,
Registered Agent