

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Articles

1.) Willie's Ice Cream Corporation
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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*****70.00 *****70.00

FILED
97 SEP 30 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 31 AM 10:42
DIVISION OF CORPORATION

9/30

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**ARTICLES OF INCORPORATION
OF
WILLIE'S ICE CREAM CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby associate himself into a corporation under chapter 607 of the laws of the State of Florida and does hereby certify as follows:

ARTICLE I - NAME & ADDRESS

The name of the Corporation is **WILLIE'S ICE CREAM CORPORATION** and the address of the principal office of this corporation shall be 931 Rich Drive, #205, Deerfield Beach, Florida 33441. The mailing address of the corporation shall be the same.

ARTICLE II - PURPOSE

The general purpose or purposes for which the corporation is initially organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500) shares of One (\$1.00) Dollars par value common stock.

ARTICLE V - DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first meeting of shareholders or until his successor shall be elected and qualified is:

WILBUR C. BALGOBIN

**931 RICH DRIVE, # 205
Deerfield Beach, Fl 33441**

ARTICLE VI - INCORPORATOR

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

ADAM L. BESSEN

2000 Glades Road
Suite 306
Boca Raton, Florida 33431

ARTICLE VII - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the corporation.

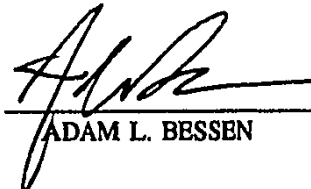
ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered agent of the corporation is 2000 Glades Road, Suite 306, Boca Raton, Florida 33431. The initial registered agent at that address is Adam L. Bessen, Esq.

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.

IN WITNESS WHEREOF, the undersigned has this 29 day of September, 1997 made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

 (SEAL)
ADAM L. BESSEN

ACCEPTANCE BY REGISTERED AGENT


ADAM L. BESSEN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:
WILLIE'S ICE CREAM CORPORATION.
2. The name and address of the registered agent and office is:

Adam L. Bessen, Esq.
2000 Glades Road, Suite 306
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Date: _____

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I hereby certify that on this 29 day of September, 1997 personally appeared ADAM L. BESSEN as registered agent of WILLIE'S ICE CREAM CORPORATION, a Florida corporation, to me known to be the person described herein and who executed the foregoing instrument and acknowledged before me that he executed the foregoing instrument.

NOTARY PUBLIC, State of Florida

My Commission Expires
wp60/Willie's/Art.Inc



RONALD LEWIS
My Commission CC478084
Expires Jul. 09, 1999
Bonded by HAI
800-422-1555

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9 SEP 30 AM 11:27
CLERK OF STATE
TALLAHASSEE, FLORIDA