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*Also Admitted in Alabama

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P98 0000 38603

EFFECTIVE DATE
5-1-98

April 23, 1998

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

Re: DAIRY QUEEN OF PALATKA, INC. 6

Enclosed is original and one copy of Articles of Incorporation and Designation of Registered Agent. Also enclosed is our check in the amount of \$122.50 to cover the filing fees (Articles - \$35; Designation of RA - \$35; certified copy of Articles - \$52.50).

If the enclosed documents meet with your approval, please file and forward a certified copy to our office.

Thank you,

Ruth West
Ruth West
Legal Assistant

enclosures

FILED
98 APR 27 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN APR 29 1998

**ARTICLES OF INCORPORATION
OF**

DAIRY QUEEN OF PALATKA, INC.

EFFECTIVE DATE
5-1-98

FILED
98 APR 21 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is DAIRY QUEEN OF PALATKA, INC..

ARTICLE II - EFFECTIVE DATE

The corporation, DAIRY QUEEN OF PALATKA, INC. shall have an effective date of MAY 1st, 1998.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock having a par value of one (\$1.00) per share.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears

to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this corporation is 222 North Third Street, Palatka, Florida 32177, and the name of the initial registered agent at that address is Donald E. Holmes, Esquire.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial members of the board of Directors of this corporation are:

Howard H. Smothers, Jr.- 110 Mulberry, East Palatka, FL 32131

Barbara J. Smothers - 110 Mulberry, East Palatka, FL 32131

ARTICLE IX - INCORPORATOR

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

Howard H. Smothers, Jr.- 110 Mulberry, East Palatka, FL 32131

ARTICLE X - INSURANCE

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who served, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status

as such.

ARTICLE XI - DIRECTOR CONFLICT OF INTEREST

a. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested directors or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

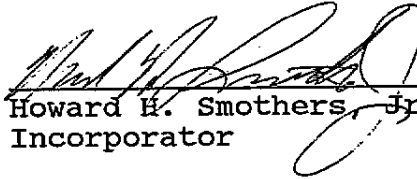
b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed

these Articles of Incorporation this 23rd day of April, 1998.

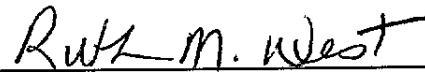

Howard H. Smothers, Jr.
Incorporator

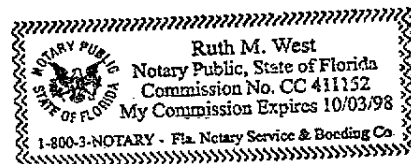
STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, Articles of Incorporation of DAIRY QUEEN OF PALATKA, INC. was acknowledged before me this 23rd day of April, 1998, by Howard H. Smothers, Jr., who is personally known to me or who has produced his driver's license as identification.

Ruth M. West - 10-3-98

Name of Acknowledger Typed,
Printed or Stamped, Expiration


Signature of person taking
acknowledgment



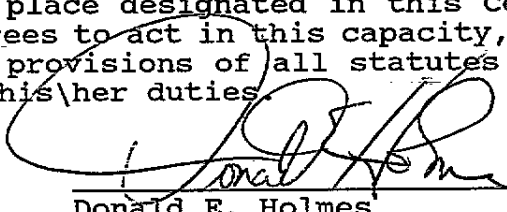
CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

In compliance with Sections 48091 and 607.034, Florida Statutes, the following is submitted:

That DAIRY QUEEN OF PALATKA, INC. desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office 222 North Third Street, Palatka, Florida, 32177 has named Donald E. Holmes, Esquire located at 222 North Third Street, Palatka, Florida 32177 as its Registered Agent to accept service of process within the State of Florida; and

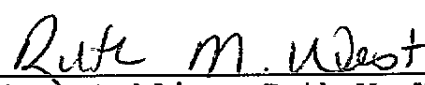
That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Donald E. Holmes hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his/her duties.

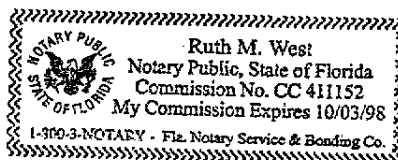

Donald E. Holmes

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Donald E. Holmes, who is personally known to me or who has produced drivers license, as identification, who acknowledged before me that he/she is the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Palatka, County of Putnam, and State of Florida, this 23rd day of April, 1998.


Notary Public - Ruth M. West
My Commission Expires: 10-3-98



FILED
98 APR 27 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA