

P98000040861

April 30, 1998

Brad and Kathy Tompkins
2233 Dordon Drive
Melbourne FL 32935
Phone: (407) 259-5834

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

Re: I Scream Ice Cream, Inc.

500002509135-1

-05/04/98--01032--013

****122.50 ****122.50

Dear Sir or Madam:

This is to enclose original and one copy of Articles of Incorporation regarding the above referenced corporation, together with our check in the amount of \$122.50 as filing fee for same. Please file the original and return a certified copy to us.

Should you have any questions or require any additional information, please do not hesitate to call this office.

Thank you for your assistance.

Very truly yours,

Kathy Tompkins

Sarah K. (Kathy) Tompkins

/kt
Enc. (2)

FILED
98 MAY -4 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/6/98

ARTICLES OF INCORPORATION

OF

I SCREAM ICE CREAM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name; Principal Place of Business

The name of the corporation shall be I SCREAM ICE CREAM, INC., The principal office shall be located at 2233 Dordon Drive, Melbourne, FL 32935.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation is:

(a) To sell ice cream and other dessert and fast food items.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, 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, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, security, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, while owner of such stock; to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares, having a par value of \$1.00 per share.

ARTICLE IV

Term of Existence

This corporation shall exist perpetually.

ARTICLE V

Initial Principal Office and Registered Agent

The initial principal office of this corporation in the State of Florida will be 2233 Dordon Drive, Melbourne, FL 32935. The Board of Directors may from time to time move the principal office to any address in Florida. The name and address of the initial registered agent of this corporation is BRADLEY M. TOMPKINS, 2233 Dordon Drive, Melbourne, FL 32935.

ARTICLE VI

Board of Directors

(1) The initial number of Directors of this corporation is two (2).

(2) The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be fewer than one.

(3) The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successor is elected or appointed and have qualified:

<u>Name</u>	<u>Street Address</u>
BRADLEY M. TOMPKINS	2233 Dordon Drive Melbourne, FL 32935
SARAH K. TOMPKINS	2233 Dordon Drive Melbourne, FL 32935

ARTICLE VII

Incorporators

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

<u>Name</u>	<u>Street Address</u>
BRADLEY M. TOMPKINS	2233 Dordon Drive Melbourne, FL 32935

ARTICLE VIII

Pre-emptive Rights

Each 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE X

Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

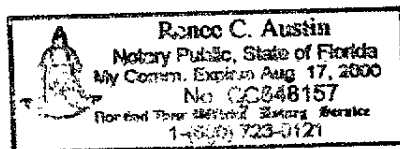
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, on this 30th day of April, 1998.



BRADLEY M. TOMPKINS

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BRADLEY M. TOMPKINS, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Articles of Incorporation.


WITNESS my hand and official seal in the County and State, last aforesaid, this 30th day of April, 1998.




Notary Public
State of Florida at Large
My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

Pursuant to Florida Statutes, the following is submitted in compliance with said Act: I SCREAM ICE CREAM, INC., a corporation for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2233 Dordon Drive, Melbourne, County of Brevard, State of Florida, has named BRADLEY M. TOMPKINS, located at 2233 Dordon Drive, Melbourne, Florida 32935, as its Registered Agent to accept service of process for the above-stated corporation, at the 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. . .


BRADLEY M. TOMPKINS
Registered Agent

FILED
98 MAY -4 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA