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-06/24/98-01057--012
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TRIPLE CROWN ICE CREAM, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

6/24
Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRIPLE CROWN ICE CREAM, INC.**

THE UNDERSIGNED hereby associate themselves for the purpose of becoming a corporation under the laws of the State of Florida (Florida General Corporation Act), as they now exist or may be amended, pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

TRIPLE CROWN ICE CREAM, "Inc." and the principle place of business and mailing address is 301 NE 36 Street. Oakland Park, Florida 33334.

ARTICLE II

The duration of this corporation shall be perpetual and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Laws of the State of Florida pursuant to the Florida General Corporation Act..

ARTICLE IV

The total authorized shares:

1. Common Shares-300 shares valued at \$10.00 a share to Gail A. Jacobs
2. Common Shares- 100 shares valued at \$10.00 a share to Harlyne Grassie.

Preferred Shares none.

3. A statement of all or any of the relative rights, preferences and limitations of the shares are as follows:

The majority shareholder elects one member to the board of the directors and appoints the president and treasurer of the corporation.

The minority shareholder elects one member to the board of directors and appoints the secretary of the corporation.

4. All shares of common stock are not transferable and are restricted. The corporation has the option to buy back the shares at their value with in 90 days of notification that the shareholder has died, has been declared incompetent, retired, or wants to sell his or her shares in the corporation.
5. If a vacancy exists on the Board of Directors the shareholder that elected the prior director may appoint a director to fill the position.

ARTICLE V

The holders of the outstanding common stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of common stock of the Corporation.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of common stock, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended; including but not limited to any lawful purpose pursuant to the laws of the State of Florida.

1. The address of the registered office is:

301 NE 36 Street, Oakland Park, FL 33334

2. The name of the registered agent at the registered office is :

Gail Addlestone.

ARTICLE VIII

The names and addresses of the incorporators are as follows:

Gail A. Jacobs, P.O. Box 820483, South Florida, FL 33082-0483.

Harlyne Grassie, P.O. Box 820483, South Florida, FL 33082-0483.

ARTICLE IX

1. The Shareholders may amend these articles of incorporation by a majority vote of the shareholders. All Shareholders must be present at the meeting to have a quorum.
2. The officers of the corporation cannot be removed without a majority vote of the shareholders.
3. The Shareholders must amend the by-laws by a majority vote.

ARTICLE X

This Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time and will be reflected in the By-laws

of this corporation, but shall never be less than one (1) Director. The Name and addresses of the initial Directors of this Corporation are:

Gail A. Jacobs, Director, President/Treasurer, P.O. Box 820483, South Florida, FL 33082-0483.

Harlyne Grassie, Director/Secretary, P.O. Box 820483, South Florida, FL 33082-0483

The name and addresses of the persons signing these Articles are:

Gail A. Jacobs, P.O. Box 820483, South Florida, FL 33082-0483.

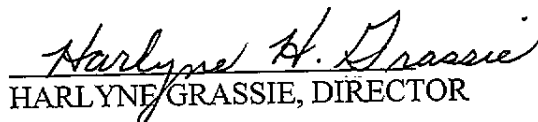
Harlyne Grassie, P.O. Box 820483, South Florida, FL 33082-0483

ARTICLE XI

This Corporation reserves the right to repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred on the shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 11 day of June 1998.


GAIL A. JACOBS, DIRECTOR

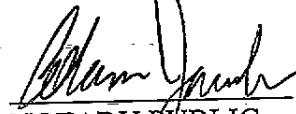

HARLYNE GRASSIE, DIRECTOR

STATE OF FLORIDA)

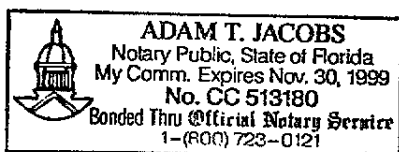
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared GAIL A. JACOBS and HARLYNE GRASSIE to me well known to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth

In WITNESS WHEREOF, I have set my hand and seal hereunto this 12 day of JUNE 1998.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

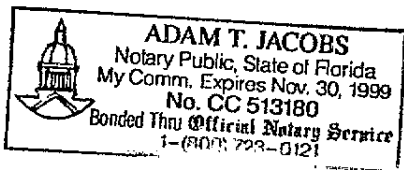
Pursuant to Chapter 607.34 Florida Statutes, the following is submitted, in compliance
with said Act:

First that TRIPLE CROWN ICE CREAM, Inc.,
desiring to organize under the Laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation in the City of Oakland Park, County of
Broward, State of Florida, has named Gail Addlestone, 301 NE 36 Street, Oakland Park,
FL 33334

County of Broward, State of Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named 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 the said Act relative.



Adam T. Jacobs
JUNE 12, 1998

Gail Addlestone
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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