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ACCOUNT NO. : 072100000032

REFERENCE : 887923 8998A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : July 10, 1998

ORDER TIME : 3:47 PM

ORDER NO. : 887923-005

CUSTOMER NO: 8998A

CUSTOMER: John F. Hayter, Esq
JOHN F. HAYTER ATTORNEY AT
LAW, P.A.
704 N.e. First Street

Gainesville, FL 32601

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 AM 9:31

DOMESTIC FILING

NAME: GUMBY'S OF COLORADO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

RECEIVED
98 JUL 10 PM 4:13
DIVISION OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 AM 9:31

ARTICLES OF INCORPORATION
OF
GUMBY'S OF COLORADO, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GUMBY'S OF COLORADO, INC.

The address of the principal office of this corporation shall be 5217 Southwest 91st Drive, Gainesville, Florida 32608, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 704 Northeast First Street, Gainesville, Florida 32601, and the name of the initial registered agent of the corporation at that address is John F. Hayter.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Chancellor Hippler	5217 Southwest 91st Drive,
Dir.	Gainesville, Florida 32608

Jeffrey O'brien	Same As Above
Dir.	

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Chancellor Hippler 5217 Southwest 91st Drive,
Pres./Treas. Gainesville, Florida 32608

Jeffrey O'Brien Same As Above
V.P./Sec.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 10, 1998.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Incorporator, Deborah D. Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 10 AM 9:31

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

John F. Hayter an individual residing in
this state having a business office identical with the
registered office of the corporation named below, and
having been designated as the Registered Agent in the above
and foregoing Articles of Incorporation of

Gumby's of Colorado, Inc.

is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505,
Florida Statutes.

By: _____
Typed name:

JOHN F. HAYTER
ATTORNEY AT LAW
704 NORTHEAST 1st STREET
GAINESVILLE, FL 32601