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September 30, 1998

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

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

Re: STARFIRE CONCESSIONS WEST, INC.

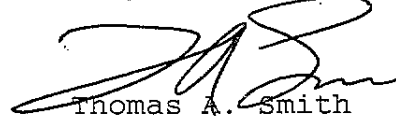
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of the above-named corporation together with my check in the amount of \$70.00 to cover the costs of filing.

Please note that the Resident Agent is stated in the Articles and the acceptance is attached at the end.

If the enclosed are in order, please file the Articles and return the uncertified copy for my files.

Very truly yours,


Thomas A. Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 1:36

Tom Smith GAVE
AUTHORIZATION BY PHONE TO
add Principal Office
DATE 10-5-98
DOC. EXAM BA

F. CHESSEB OCT 5 1998

ARTICLES OF INCORPORATION
OF
STARFIRE CONCESSIONS WEST, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I

The name of this corporation is STARFIRE CONCESSIONS WEST, INC. The principal office is 800 W. Platt, Suite 3, Tampa, FL 33606.

II

This corporation shall exist perpetually and shall commence its corporate existence upon filing these Articles with the Secretary of State.

III

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

(a) To generally engage in the business of selling ice cream (both as a distributor and retailer) and operating speciality ice cream concessions both free-standing as well as located in various malls.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and 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, telegraph or telephone company, or a building and loan association.

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

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate 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 endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, 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 rights, powers and privileges of ownership, including the right to vote such stock.

(g) To become guarantor or surety for any other person firm or corporation for any purpose or transaction whatsoever.

(h) To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

(i) To enjoy all the powers now or hereafter conferred upon corporations by the statutes or the laws of the State of Florida.

(j) The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

(k) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

IV

The aggregate number of shares with which this corporation is initially organized is 500 shares of common stock at One Dollar (\$1.00) par value.

V

The street address of this corporation's initial registered office and the name of its initial registered agent is:

THOMAS A. SMITH

800 W. Platt St., Ste. 3
Tampa, FL 33606

VI

There will be one director constituting the initial board of directors and his name is:

MICHAEL DONOFRIO

22333 Magnolia Trace Blvd.
Lutz, FL 33549


VII

The name and address of the incorporator(s) are:

THOMAS A. SMITH

800 W. Platt St., Ste. 3
Tampa, FL 33606

These Articles of Incorporation are hereby acknowledged and
executed by the undersigned on this, the 20 day of Sept 1998.



THOMAS A. SMITH

STATE OF FLORIDA }
 }
COUNTY OF HILLSBOROUGH }

THE FOREGOING INSTRUMENT was acknowledged before me this 24
day of Sept, 1998 by THOMAS A. SMITH who is
personally known to me or who produced _____ as
identification and who did take an oath.




Notary Public State of Florida



Printed name of Notary
#CC744441
Commission No. MAY 20 2002
My commission expires:

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the above Articles of Incorporation, 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.


THOMAS A. SMITH
Date:

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