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December 15, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: STRACHAN'S OLD FASHIONED ICE CREAM, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is our check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent fee	<u>\$ 35.00</u> \$122.50

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****122.50 *****78.75

Please file the Articles of Incorporation and forward a certified copy to us.

Sincerely,



Susan R. Johnson
Assistant to Steven M. Fishman

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
STRACHAN'S OLD FASHIONED ICE CREAM,
INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
Name of Corporation**

The name of this corporation shall be:

STRACHAN'S OLD FASHIONED ICE CREAM, INC.

**ARTICLE II
Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and this State.

**ARTICLE III
Capital Stock**

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), of One (\$1.00) Dollar par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV
Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

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ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 195 Dempsey Road, Palm Harbor, FL 34683. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Susan J. Strachan
195 Dempsey Road
Palm Harbor, FL 34683

ARTICLE VIII
Incorporator

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

Susan J. Strachan
195 Dempsey Road
Palm Harbor, FL 34683

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 3135 S.R. 580, Suite 11, Safety Harbor, FL 34695 and the Registered Agent shall be Steven M. Fishman, Attorney At Law, to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of December, 1998.

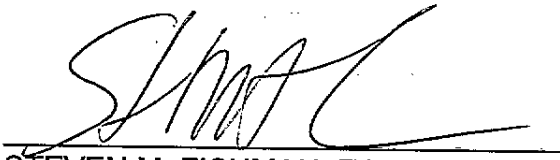


SUSAN J. STRACHAN

ACCEPTANCE BY REGISTERED AGENT

STEVEN M. FISHMAN does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 14th day of December, 1998.


STEVEN M. FISHMAN, ESQ.

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