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Form **BCA-2.10** ARTICLES OF INCORPORATION

(Rev. Jan. 1999)

This State

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
http://www.sos.state.il.us

SUBMIT IN DUPLICATE!

Jesse White Secretary of State

Filed: 7/18/2002

62338598

This space for use by
Secretary of State

Date

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Approved: PHS

1. CORPORATE NAME: ICE CREAM INTERNATIONAL, INC.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	ALAN	J.	GABRYS, E.A.
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last Name</i>
Initial Registered Office:	8 1/2	NORTH DUNTON AVENUE	
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	ARLINGTON HEIGHTS	IL COOK	60005
	<i>City</i>	<i>County</i>	<i>Zip Code</i>

3. Purpose or purposes for which the corporation is organized.
(If not sufficient space to cover this point, add one or more sheets of this size.)
FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE INCORPORATED UNDER THE ILLINOIS BUSINESS CORPORATION ACT OF 1983,
AS AMENDED

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
COMMON	\$ 1.00	1000	1000	\$ 1,000

TOTAL = \$ 1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

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Cook County Recorder 23.50

(over)

5. OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP
JAMES F. KOGUT	9609 S. MUIRFIELD,	LAKEWOOD, ILLINOIS 60014

6. OPTIONAL: (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. OPTIONAL: OTHER PROVISIONS
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**
 The undersigned incorporator(s) hereby declare(s) under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated JULY 17, 2002
 (Month & Day) Year

Signature and Name	Address
1. <u>[Signature]</u> Signature JAMES F. KOGUT (Type or Print Name)	1. 9609 S. MUIRFIELD Street LAKEWOOD ILLINOIS 60014 City/Town State Zip Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State Zip Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523

[Handwritten initials]