

ARTICLES OF INCORPORATION

of

CARMELLA' S ITALIAN ICE COMPANY, INC.

The undersigned natural persons acting as incorporators of a corporation ("the corporation") under the provision of the Alabama Business Corporation Act, § 10-2B-1.01, *et seq.*, Code of Alabama (1975), as amended, as the same shall now exist or be hereafter amended, and for convenience is sometimes referred to herein as the "Act."

ARTICLE I

Name and Duration

The name of the corporation shall be the same as stated above, and its duration shall be perpetual.

ARTICLE II

Purposes

The purposes for which the corporation is organized are as follows: To deal in general marine contracting and construction and any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

Section 2.01 General Purpose. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes and objects stated in this Article, and to do all these things incidental to them or connected with them that are not forbidden by the Act, by other laws or by these Articles of Incorporation; and, in general, to engage in any business or enterprise.

Section 2.02 Primary Purposes. The primary purposes and objects of this corporation, in addition to those stated above, shall be to sell frozen beverages and other food/beverages and any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

ARTICLE III

Principal Office / Registered Agent

Section 3.01 Principal Office. The location of the principal office of the corporation shall be 1504 Amberly Woods Circle, Helena, Alabama 35080.

Section 3.02 Registered Agent. The address of the initial registered agent of the corporation is ; 1504 Amberly Woods Circle, Helena, Alabama 35080 and the name of the

initial registered agent is NICHOLAS DIMARIO.

ARTICLE IV

Capital Stock

The total amount of shares of capital stock this corporation shall have the authority to issue, the par value of dollars of each share, the total par value of the authorized shares, the aggregate number of shares with which it will begin business shall be as stated herein below. All of the authorized shares shall be common, and none shall be preferred or stock of a different class. Payment to the agent designated in Section 5.01 below as the person to receive the subscription has been fully made for the par value of the shares described in item D of this Article.

- a. Number of shares authorized: 1,000
- b. Par value per share in dollars: \$1.00
- c. Total dollar par value of all issued shares: \$1,000.00
- d. Number of shares to begin business: 1,000

ARTICLE V

Designation of Agent to Receive Subscriptions, Names and Addresses of Incorporators, Directors and Officers for First Year

Section 5.01 Agent to Receive Subscriptions. The person named in Section 5.03 below as the Treasurer of this corporation is hereby designated by the incorporators as the agent to receive subscriptions to the capital stock of this corporation.

Section 5.02. Directors of the Corporation-Number and Eligibility. The number of the directors of this corporation shall be two. The directors need not be residents of the State of Alabama or shareholders. The number of the directors may be increased or decreased from time to time by amendments to the Code of By-Laws.

Section 5.03 Designation of Incorporators, Officers and Directors for First Year. The names and addresses of the persons who are signed hereto as the INCORPORATORS, the number of shares of capital stock to which each has subscribed, and the consideration paid for such shares by each appear below. Said persons shall serve as the members of the Board of Directors for the first year and shall also serve as the officers chosen for the first year in the OFFICER position set opposite their respective names.

NAME AND ADDRESS	OFFICER POSITION	NUMBER OF SHARES SUBSCRIBED	CONSIDERATION FOR SUBSCRIBED SHARES
Nicholas DiMario 1504 Amberly Woods Circle Helena, Alabama 35080	President	500	\$500.00
Sean Sullivan 520 Camden Cove Circle Calera, Alabama 35040	Vice-President Secretary/Treasurer	500	\$500.00

ARTICLE VI

Preemptive Rights

The shareholders of the corporation shall have no preemptive rights to subscribe to any shares or additional issues of shares except shares issued for cash; the preemptive right of shareholders to subscribe for additional issues of shares, the purchase price of which shall be labor performed, services rendered, personal property, or real property, or leases thereof, is expressly denied.

ARTICLE VII

Corporate Powers

Section 7.01 The corporation, in furtherance of the purposes and powers set forth in Article III, hereof shall have and exercise the following powers:

- a. To have and exercise the powers specified in the act;
- b. To have the capacity to act possessed by natural persons;
- c. To elect or appoint officers and agents and to hire employees; to define their duties; to fix their compensation; and to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, agents and employees;
- d. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals or entities;
- e. To acquire (by purchase, exchange, lease, hire or otherwise) hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage either alone or in conjunction with others, real estate of every kind, character and description whatsoever or any interest therein;

f. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, mortgage, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character and description whatsoever or any interest in them;

g. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise deal in and dispose of shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnership, individuals, or other entities, including direct or indirect obligations or other securities of the United States or of any other government, state, territory, governmental district or municipality or any instrumentality of them;

h. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the corporation in the manner and to the extent permitted by the Act and by these Articles of Incorporation, but not to purchase or make payment for its own shares at a time when the corporation is, or such purchase or payment would render it, unable to pay its debts as they become due in the usual course of business.

i. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey, or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits (whether indeterminate or otherwise) certificates of convenience and necessity, certificates of authority, memberships, seats on commodity or other exchanges, and other authorizations;

j. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patents and applications for them, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications for them, and trade names and applications for them;

k. To acquire (by purchase, exchange, lease, hire or otherwise), hold own, use, assign, lease, sell, convey or mortgage either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, and other entities;

l. To enter into any lawful arrangements for sharing profits, union of interests, reciprocal association, or cooperative association with any domestic or foreign corporations, associations, partnerships, individuals or other entities, and to enter into any general or limited partnership;

m. To enter into, perform, terminate, and rescind contracts and other agreements.

n. To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

o. To borrow or raise monies from time to time without limit as to amount; to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payments and performance of the obligations thereunder by mortgage on, pledge of, or other security interests in the whole or in any part of the assets of the corporation, whether at the time owned or after acquired;

p. To lend money for its corporate purposes, invest and reinvest its funds from time to time and to make and hold any property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the corporation;

q. To lend money to its employees, and otherwise to assist its employees, officers and directors;

r. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of the United States in war activities;

s. To indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the corporation, or of any incorporation which he served in such capacity at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with any appeal in it, and to reimburse any such person any amount paid upon any judgment or in the reasonable costs of settlement of any such action, suit, or proceeding; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally determined or adjudged in such action, suit, or proceeding, that the director, officer, or employee is liable for gross negligence or willful misconduct in the performance of duty to the corporation;

t. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in any of the states of the United States and in foreign countries;

u. To cause or allow the legal title to all or any portion of any estate, right or any interest in any property, whether real, personal, or mixed, owned, acquired, controlled or operated by the corporation to remain or to be vested or registered in the name of or operated by any corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual, or any other entity, domestic or foreign, formed or to be formed, either upon trust for or as agents or nominees of this

corporation or upon any other proper terms or conditions which the Board of Directors may consider for the benefit of the corporation;

v. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation set forth in these Articles of Incorporation or any amendment thereto and to do any and all of the things herein before set forth to the same extent as natural persons might or could do.

Section 7.02. Construction of Powers. Each of the foregoing clauses of Section 7.01 of this Article shall not be construed as purposes, but shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause of Section 7.01. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of the general terms used in any of these clauses, or the scope of the general powers of the corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 7.03. Carrying Out of Purposes and Exercise of Powers in any Jurisdiction. The corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that the purposes and powers are not forbidden by the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the power it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

Section 7.04. Direction of Purposes and Exercise of Powers by Directors. The Board of Directors, subject to any specific written limitations or restrictions, imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE VIII

Special Provisions

Section 8.01. Code of By-Laws. The initial Code of By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.

Section 8.02. Provisions for Reserves. The Board of Directors shall have power, from time to time, by resolution to create a reserve or reserves out of its earned surplus for any proper purpose or purposes and may abolish any such reserve in the same manner. Earned surplus to the extent so reserved shall not be available for the payments of dividends or other distributions by the corporation except as expressly permitted by the Act.

Section 8.03. Transactions in Which Directors Have an Interest. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 8.04. Compensation of Directors. The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.05. Right to Indemnification. The corporation shall indemnify any person made a party to any action, suit or proceeding whether civil or criminal, by reason of the fact that he, his testator, or intestate, is or was a director, officer, or employee of the corporation, or of a corporation which he served in such capacity at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with any appeal in it. This right of indemnification shall not apply to any action, suit or proceedings, under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation or to the corporation of which he was director, officer, or employee; on in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right of indemnification conferred by this section shall not restrict the power of the corporation to make any indemnification permitted by law.

Section 8.06. Limitation to Liability. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director, officer, or employee of the corporation in good faith, if this person:

a. Reliance upon financial information. Relied upon financial statements of the corporation represented to him to be correct by the President or the officer of the corporation having charge of its books of account or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation; or considered the assets to be of their book value; or

b. Reliance upon counsel. Relied upon the advise of legal counsel for the corporation.

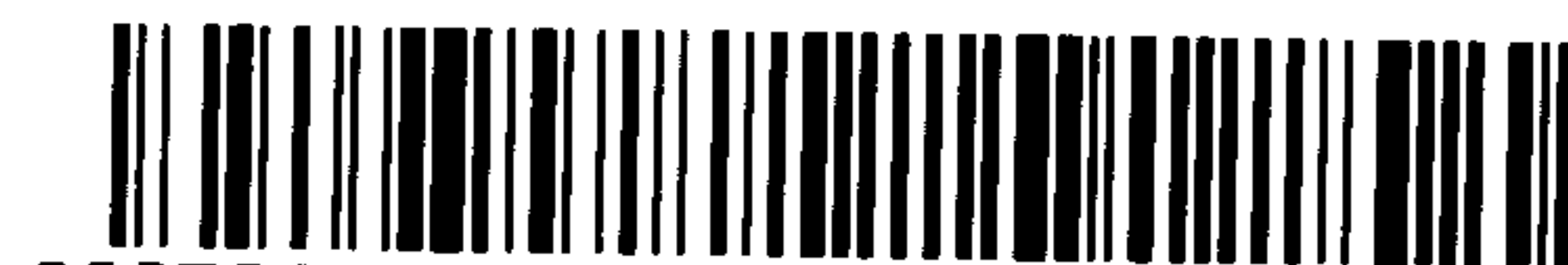
Section 8.07. Removal of Directors. Notwithstanding any provisions to the contrary contained in these Articles of Incorporation, or of the Code of By-Laws, which may be adopted pursuant to these Articles of Incorporation, the stockholders holding the majority of the stock of the corporation may remove all or any of the directors or officers of the corporation before the expiration of their term or terms at any regular or special stockholders' meeting.

Section 8.08. Amendments of Articles of Incorporation. The corporation reserves the right from time to time to amend, alter, or repeal any provision of its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute, but only upon compliance with the provision of the Act and these Articles of Incorporation.

Section 8.09. Surplus Earnings. The corporation may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, to such extent and in such manner, and upon such terms as its Board of Directors shall determine; and neither the property nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors.

Section 8.10. Claims against Stock. Unless otherwise provided by the laws of the state in which this firm is incorporated, the corporation shall be entitled to treat the person in whose name any shares of its stock is registered as the owner thereof for all purposes, and shall not be required to recognize any equitable or other person, whether or not the corporation shall have notice thereof. The corporation shall have a lien on the shares of its capital owned by any stockholder for any debt or liability incurred by such stockholder before a notice of transfer or levy on such shares. All persons who shall acquire stock in the corporation shall acquire it subject to the terms and provisions of these Articles of Incorporation.

Section 8.11. Stock Purchase Agreements. The corporation, from time to time, may lawfully enter into any agreement to which all of the holders of record of issued and outstanding shares of its capital stock shall be parties restricting the transfer of any or all of its capital stock, upon such terms and conditions as may be approved by the Board of Directors of the corporation, provided that by brief but clear reference to such restriction be stated upon each certificate representing such shares.



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 Shelby Cnty Judge of Probate, AL
 04/14/2005 03:51:09PM FILED/CERT

IN WITNESS WHEREOF, I, NICHOLAS DIMARIO and SEAN SULLIVAN, the incorporators, hereunto set my hand and seal on this the 11th day of April, 2005.

NICHOLAS DIMARIO

SEAN SULLIVAN

STATE OF ALABAMA)
 COUNTY OF BALDWIN)

Before me, the undersigned Notary Public in and for said State and County, personally appeared NICHOLAS DIMARIO, whose name is signed to the within Articles of Incorporation as an incorporator of said corporation, and who acknowledged to me that he executed the same voluntarily on the day the same bears date.

SUBSCRIBED AND SWORN TO before me this the _____ day of _____, 2005.

SLS

NOTARY PUBLIC

My commission expires _____

STATE OF ALABAMA)
 COUNTY OF BALDWIN)

Before me, the undersigned Notary Public in and for said State and County, personally appeared SEAN SULLIVAN, whose name is signed to the within Articles of Incorporation as an incorporator of said corporation, and who acknowledged to me that he executed the same voluntarily on the day the same bears date.

SUBSCRIBED AND SWORN TO before me this the 14th day of April, 2005.

NOTARY PUBLIC

My commission expires _____

CHARITY HOGG
 NOTARY PUBLIC STATE AT LARGE
 COMMISSION EXPIRES
 MARCH 31, 2008

THIS INSTRUMENT PREPARED BY:
 Karol Kemp DiMario
 Post Office Box 7410
 Spanish Fort, Alabama 36577
 (251) 621-9099

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Carmella's Italian Ice Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Karol Kemp DiMario, PO Box 7410, Spanish Fort, AL 36577-7410 for a period of one hundred twenty days beginning March 11, 2005 and expiring July 10, 2005.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 11, 2005

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', is written over a horizontal line.

Nancy L. Worley

Secretary of State