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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CAKE FACTORY, INC.

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ARTICLES OF INCORPORATION
OF
CAKE FACTORY, INC.

ARTICLE I. NAME

The name of this corporation shall be CAKE FACTORY, INC., a Florida corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 common par value shares of common capital stock.

This Instrument Prepared by:
Antonio J. Soto, III, Esq.
Attorneys at Law
8500 west Flagler Street
Suite A-105
Miami, Florida 33144
Telephone (305) 227-2700
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FBN 302163

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject to Certain Transfer Restrictions Imposed by This Corporation's Articles of Incorporation, A Copy of Which Is on File at This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be 3. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a members of the Initial Board of Directors are:

Jorge L. Garcia	3159 SW 25 th Street, Miami, Fl 33133
Milagros Ynigo Garcia	3159 SW 25 th Street, Miami, Fl 33133
Tania Perez	12401 West Okeechobee Rd, #300, Hialeah Gardens, Fl 33018

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 4800 west Flagler Street, Suite 103, Miami, Florida 33134.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Jorge L. Garcia.

ARTICLE X. INCORPORATOR

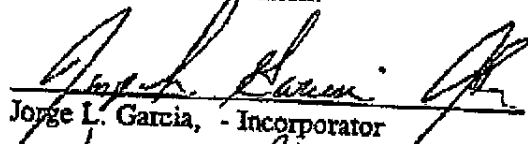
The name and address of the individual who shall serve as this corporation's incorporators

are:

Jorge L. Garcia	3159 SW 25 th Street, Miami, Fl 33133
Milagros Ynigo Garcia	3159 SW 25 th Street, Miami, Fl 33133.
Tania Perez	12401 West Okeechobee Rd #300, Hialeah Gardens, Fl 33018

ARTICLE XI. AMENDMENT

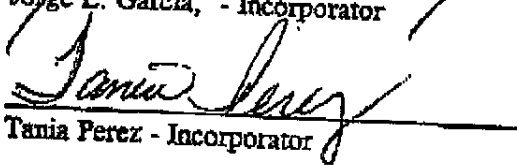
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



 Jorge L. Garcia, - Incorporator



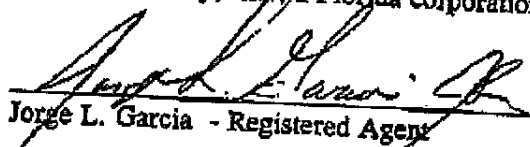
 Milagros Ynigo Garcia - Incorporator



 Tania Perez - Incorporator

I Jorge L. Garcia hereby accept my designation as resident agent and agree to serve as the resident agent of Cake Factory, Inc., a Florida corporation

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Cake Factory, Inc., a Florida corporation.



 Jorge L. Garcia - Registered Agent

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 TALLAHASSEE, FLORIDA

State of Florida

County of Miami-Dade

On 8/17/00, Jorge L. Garcia, designated above as the individual who shall serve as the corporation's initial registered agent and Jorge L. Garcia, Milagros Ynigo Garcia and Tania Perez, as incorporators, who are personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Cake Factory, Inc., a Florida corporation.



Notary Public

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

