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PRINCETON HALL
LEGAL & FINANCIAL SERVICES

P96 000/104048

FILED

96 DEC 30 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 204533 71048.4

AUTHORIZATION :

Patricia Pujute

COST LIMIT : \$ 175.00

EFFECTIVE DATE

12-26-96

ORDER DATE : December 30, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 204533-015

700002040997--8

CUSTOMER NO: 7104894

CUSTOMER: Ms. Suzanne M. Bannister
SUZANNE M. BANNISTER

Suite 202
400 East Highway 436
Casselberry, FL 32707

DOMESTIC FILING

***NEED TWO CERT. COPIES**

NAME: 1-800-CAKE USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
36 DEC 30
DIVISION OF CORPORATION
12/30/96

ARTICLES OF INCORPORATION

OF

1-800-CAKE USA, INC.

FILED

96 DEC 30 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

EFFECTIVE DATE

12-26-96

The name of the corporation shall be: ***1-800-CAKE USA, INC.***

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:
400 East Highway 436, Suite 209, Casselberry, Florida 32707, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of arranging for delivery of cakes, baked goods and gift baskets through orders received by telephone or any other communication medium and then transmitting across the country to participating bakeries and gift stores in the vicinity of the recipient, and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:
400 East Highway 436, Suite 209, Casselberry, Florida 32707.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is ***December 26, 1996.***

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and street addresses of the initial members of the Board of Directors are:

Americo Antunes

*400 East Highway 436, Suite 209
Casselberry, Florida 32707*

ARTICLE VIII. INCORPORATOR

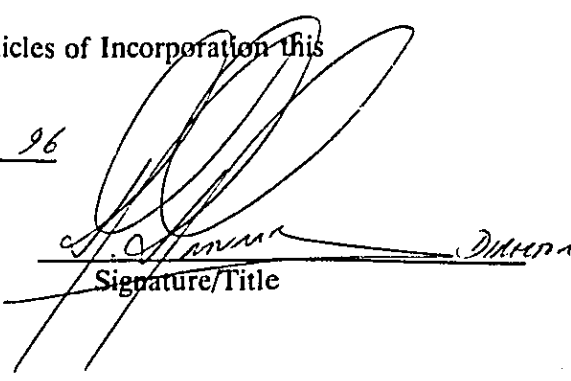
The name and street address of the incorporator to these Articles of Incorporation is:

Americo Antunes

*400 East Highway 436, Suite 209
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

26TH day of February, 19 96



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE **FILED**

96 DEC 30 PM 12:07

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: *1-800-CAKE USA, INC.*
2. The name and address of the registered agent and office is:

Americo Antunes
400 East Highway 436, Suite 209
Casselberry, Florida 32707

SIGNATURE

TITLE

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE

DATE