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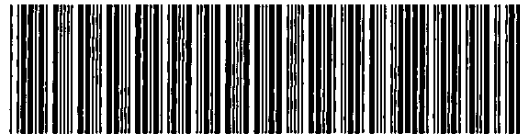
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FOSTER AND FOSTER
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September 11, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization of:
A SPECIAL TOUCH - CAKES BY CAROLYNN, LLC

Greetings:

Enclosed are the following:

1. Original and one copy of Articles of Organization.
2. Check payable to the Secretary of State in the amount of \$155.00 to cover filing fees, registered agent fee, and one certified copy of Articles.

Please file these Articles of Organization with the Florida Department of State, and upon approval of the Articles, kindly obtain one certified copy and return the same to us.

If you need anything further, then kindly advise.

Very truly yours,

FOSTER AND FOSTER

A handwritten signature in black ink, appearing to read 'D. William Foster', with a large, sweeping flourish extending from the end of the signature.

D. William Foster

DWF/wh
Enclosures

ARTICLES OF ORGANIZATION
OF
A SPECIAL TOUCH - CAKES BY CAROLYNN, LLC

FILED STATE
CLERK OF CORPORATIONS
DEC 26 AM 9:14

The undersigned hereby adopt these Articles of Organization for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, and makes, acknowledges and files the following Articles of Organization.

ARTICLE I - INDEX

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ARTICLE II - NAME

The name of the limited liability company shall be:

A SPECIAL TOUCH - CAKES BY CAROLYNN, LLC

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the company is **3153 Fifth Avenue North, St. Petersburg, Florida 33713.**

A SPECIAL TOUCH - CAKES BY CAROLYNN, LLC

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company shall be **555 Fourth Street North, St. Petersburg, Florida 33701**, and the name of the initial registered agent of the company at that address is **DAVID W. FOSTER**.

ARTICLE V - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State and shall continue to exist until the company is dissolved as provided in these articles of organization, or as provided in the regulations.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII – ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminated the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the **INITIAL MANAGERS** of the company are:

BONNIE K. SCHAEFER
3153 Fifth Avenue North
St. Petersburg, Florida 33713

JILL ANDREA WHELAN
3153 Fifth Avenue North
St. Petersburg, Florida 33713

ARTICLE X - AMENDMENTS

These Articles of Organization may be amended by the members in the manner provided by law.

ARTICLE XI - REGULATIONS

The members may adopt rules and regulations for the management of the business and affairs of the company which are consistent with the laws of the State of Florida and the United States of America, and they shall have the power to alter, amend, or repeal such regulations so long as such action is consistent with law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at St. Petersburg, Florida, on this 11 day of September, 2006.

Bonnie K. Schaefer (SEAL) Jill Andrea Whelan (SEAL)
BONNIE K. SCHAEFER **JILL ANDREA WHELAN, ORGANIZER**

A SPECIAL TOUCH - CAKES BY CAROLYNN, LLC

Articles of Organization

Page Four

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Limited Liability Company beginning this 11 day of September, 2006.

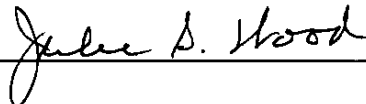
 (SEAL)
DAVID W. FOSTER
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **BONNIE K. SCHAEFER, JILL ANDREA WHELAN and DAVID W. FOSTER**, who are personally known to me and known to me to be the persons described in and who executed the foregoing **ARTICLES OF ORGANIZATION of A SPECIAL TOUCH - CAKES BY CAROLYNN, LLC**, as the **Organizers** and as the **Registered Agent respectively** of said company, who after being by me first duly sworn deposes and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of **September, 2006**.

Notary Public: (Signature) _____
Name: (Print)
My Notary Stamp or Seal:
My Commission Expires :
My Commission Number:





Julie S. Wood
MY COMMISSION # DD247000 EXPIRES
September 20, 2007
BONDED THRU TROY FAIR INSURANCE, INC.