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Florida Department of State  
Division of Corporations  
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Account Number : I20010000180  
Phone : (407) 644-1104  
Fax Number : (407) 629-0090

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CUPCAKE CRAZY FRANCHISE, LLC**

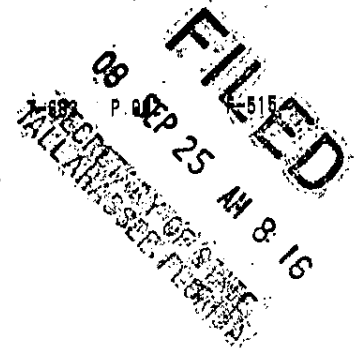
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**ARTICLES OF ORGANIZATION**

**OF**

**CUPCAKE CRAZY FRANCHISE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

**ARTICLE I**

**NAME OF THE LIMITED LIABILITY COMPANY**

The name of this Limited Liability Company shall be **CUPCAKE CRAZY FRANCHISE, LLC.**

**ARTICLE II**

**ADDRESS**

The mailing address and street address of the principal office of the Company shall be 870 S. Sun Drive, Ste 1054B, Lake Mary, Florida 32746-2057.

**ARTICLE III**

**PERIOD OF DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Regulations.

**ARTICLE IV**

### **REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the Company is 870 S. Sun Drive, Ste 1054B, Lake Mary, Florida 32746-2057, and the name of the initial registered agent at such address is **KAREN ALVAREZ**.

### **ARTICLE V**

### **CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A" to the Operating Agreement.

### **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 majority consent of all the members of the Company holding membership units of ten percent (10%) or greater, and on the 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 of the members of the Company holding membership units of ten percent (10%) or greater, other than the

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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 terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority consent of all the members of the Company holding membership units of ten percent (10%) or greater.

### **ARTICLE IX**

#### **MANAGEMENT**

The Company shall be managed by the members in accordance with 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. The name and address of the members of the Company are:

**NAME**

**ADDRESS**

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AND REVENUE

**KAREN ALVAREZ**  
1054B

2057

**STEVEN MILES**  
1054B

2057

870 S. Sun Drive, Ste

Lake Mary, Florida 32746-

870 S. Sun Drive, Ste

Lake Mary, Florida 32746

IN WITNESS WHEREOF, the undersigned organizer has made and  
subscribed to these Articles of Organization at Orange County, Florida on this  
24th day of September, 2008.

  
**KAREN ALVAREZ**

STATE OF FLORIDA

COUNTY OF ORANGE \_\_\_\_\_

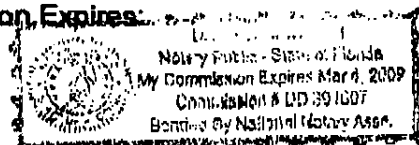
The foregoing Articles of Organization were acknowledged before me  
this 24th day of September, 2008, by **KAREN ALVAREZ**, who has  
produced a driver's license as identification or who is personally known to me.

Notary Public

Printed Name of Notary  
Commission No.

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED**  
**OFFICE OF CUPCAKE CRAZY**  
**FRANCHISE, LLC**

Under the provisions of F.S. 608.415 or 608.507, CUPCAKE CRAZY  
FRANCHISE, LLC, submits the following statement to designate a registered  
office and registered agent in the state of Florida:

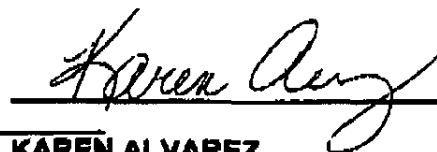
1. The name of the limited liability company is **CUPCAKE CRAZY  
FRANCHISE, LLC.**

2. The name and street address of the registered agent in Florida is:

**KAREN ALVAREZ**  
870 S. Sun Drive, Ste 1054B  
Lake Mary, Florida 32746-2057

The undersigned, being the person named in the Articles of Organization  
of **CUPCAKE CRAZY FRANCHISE, LLC**, as the registered agent of this limited  
liability company, hereby consents to accept service of process for the above-  
stated Company at the place designated in the Articles of Organization, and  
accepts the appointment as registered agent and agrees to act in this capacity.  
The undersigned further agrees to comply with the provisions of all statutes  
relating to the proper and complete performance of his or her duties, and is  
familiar with and accepts the obligations of the position of registered agent.

Date: September 24<sup>th</sup>, 2008

  
**KAREN ALVAREZ**  
Registered Agent