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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CUPCAKE CRAZY FRANCHISE, LLC

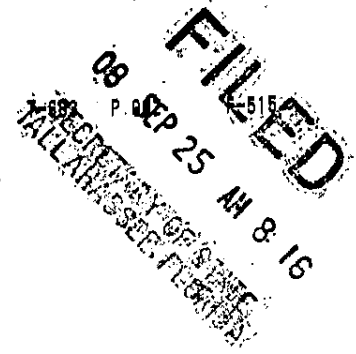
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ARTICLES OF ORGANIZATION

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.**

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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

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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TREASURY DIVISION

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-

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IN WITNESS WHEREOF, the undersigned organizer has made and
subscribed to these Articles of Organization at Orange County, Florida on this
25th day of September, 2008.

Karen Alvarez
KAREN ALVAREZ

STATE OF FLORIDA

COUNTY OF ORANGE _____

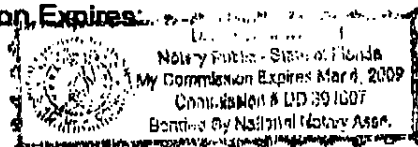
The foregoing Articles of Organization were acknowledged before me
this 25th day of September, 2008, by **KAREN ALVAREZ**, who has
produced a driver's license as identification or who is personally known to me.

[Signature]

Notary Public

Printed Name of Notary
Commission No.

My Commission Expires:



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

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.**

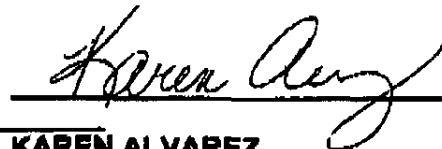
2. The name and street address of the registered agent in Florida is:

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

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TALLAHASSEE, FLORIDA

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 24th, 2008



KAREN ALVAREZ
Registered Agent