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Certified Copies _____ Certificates of Status _____

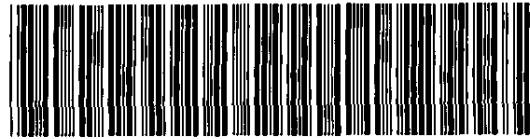
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JUL 30 2010

EXAMINER



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10 JUL 29 AM 9:04

B. KOHR

JUL 30

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 463213 134074A

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL 29 AM 9:04

ORDER DATE : July 29, 2010

ORDER TIME : 2:39 PM

ORDER NO. : 463213-005

CUSTOMER NO: 134074A

DOMESTIC FILING

NAME: ALLI'S CUPCAKERY, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

ALLI'S CUPCAKERY, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUL 29 AM 9 04

The undersigned, being authorized to execute and file these Articles of Organization ("Articles"), hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is "ALLI'S CUPCAKERY, LLC" (hereinafter the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

7546 La Paz Blvd, Unit 104
Boca Raton, Florida 33433

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: **Perpetual.**

ARTICLE IV -- Purpose

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under law.

ARTICLE V - Management

The Limited Liability Company is to be managed by the Managing Member ("Managing Member") who is as follows:

Allison Millar Floeting
7546 La Paz Blvd, Unit 104
Boca Raton, Florida 33433

ARTICLE VI - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

ARTICLE VII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

ARTICLE VIII - Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "**Act**") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

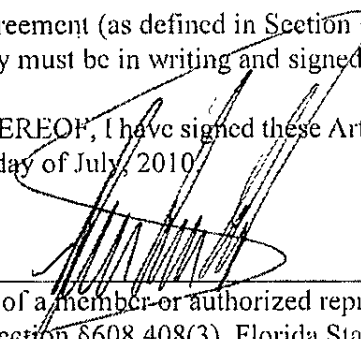
ARTICLE IX - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X - Operating Agreement

Any Operating Agreement (as defined in Section § 608.402(24) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 29 day of July, 2010.



Signature of a member or authorized representative of a member

(In accordance with Section § 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is:

ALLI'S CUPCAKERY, L.L.C
7546 La Paz Blvd, Unit 104
Boca Raton, Florida 33433

2. The name and address of the registered agent and office is:

SLPA, INC.
201 N.E. FIRST AVENUE
DELRAY BEACH, FLORIDA 33444

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

SLPA, Inc., a Florida corporation

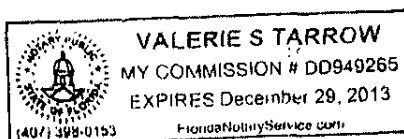
By: [Signature]
Brian Louis Lipshy, President

7/29/2010
Date

STATE OF FLORIDA }
 } ss
COUNTY OF }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Brian Louis Lipshy, as President of SLPA, Inc., who is personally known to me () or who did furnish _____ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated and who has authority bind the corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of July, 2010.



Valerie S. Tarrow
NOTARY PUBLIC
Valerie S. Tarrow
Printed Name of Notary (Seal)