



**THE UNITED STATES
CORPORATION
COMPANY**

L99000000610

ACCOUNT NO. : 072100000032

REFERENCE : 122080 9643A

AUTHORIZATION :

COST LIMIT : \$ 337

Patricia Pujols

ORDER DATE : February 3, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 122080-005

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CUSTOMER NO: 9643A

CUSTOMER: Diane A. Depoy, Esq
SACHS, SAX & KLEIN, P.A.
SACHS, SAX & KLEIN, P.A.
P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: DOUGH ENTERPRISES OF SOUTH
FLORIDA, L.L.C.

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: Cassandra Lamm

EXAMINER'S INITIALS: _____

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L99-610

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ARTICLES OF ORGANIZATION
OF
DOUGH ENTERPRISES OF SOUTH FLORIDA, L.L.C.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

DOUGH ENTERPRISES OF SOUTH FLORIDA, L.L.C.

ARTICLE II

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

5201 N.W. 21st Avenue
Boca Raton, Florida 33496

but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida in connection with the ownership and operation of a Cookies by Design Franchise.

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ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist until December 31, 2075, unless sooner dissolved according to law.

ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Peter S. Sachs, Esq., Suite 4150, Northern Trust Plaza, 301 Yamato Road, Boca Raton, Florida 33431.

ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the regulations of the Company, unless the regulations are hereafter amended to provide that the Company shall be managed otherwise.

ARTICLE VII

The name and mailing and street address of the initial sole manager of the Limited Liability Company, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is: Richard M. Schramm, 5201 N.W. 21st Avenue, Boca Raton, Florida 33496.

ARTICLE VIII

The name and mailing and street address of the initial sole member of the Limited Liability Company is: Richard M. Schramm, 5201 N.W. 21st Avenue, Boca Raton, Florida 33496.

ARTICLE IX

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE X

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon 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.

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ARTICLE XI

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE XII

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

ARTICLE XIII

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

ARTICLE XIV

The power to adopt, alter, amend or repeal the regulations of this Limited Liability

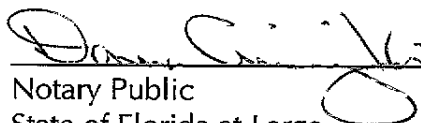
Company shall be vested in the manager(s).

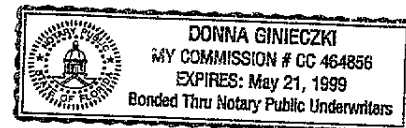
IN WITNESS WHEREOF, I, the undersigned, being the sole member hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2nd day of February, 1999.


Richard M. Schramm

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)


The foregoing instrument was acknowledged before me on this 2nd day of February, 1999, by Richard M. Schramm, as the sole initial member of DOUGH ENTERPRISES OF SOUTH FLORIDA, L.L.C., on behalf of the Limited Liability Company. He is (personally known to me) (or has produced his drivers license) as identification.


Notary Public
State of Florida at Large
My Commission Expires:



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COUNTY OF PALM BEACH)
) ss
STATE OF FLORIDA)


Notary Public
State of Florida at Large
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:

DOUGH ENTERPRISES OF SOUTH FLORIDA, L.L.C.

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

Peter S. Sachs, Esq.

Name

301 Yamato Road, Suite 4150


Florida Street Address - P.O. Box Not Acceptable

Boca Raton, Florida 33431

City/State/Zip

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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.


Peter S. Sachs, Esq.

February 2, 1999