

P000000004615**Florida Department of State**

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**WELLINGTON DESSERTS, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WELLINGTON DESSERTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the Laws of the State of Florida), hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is WELLINGTON DESSERTS, INC.

The initial principal place of business of the corporation shall be 10702 Maple Chase Drive, Boca Raton, Florida 33498. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida, or any other state.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is five hundred (500) shares of common capital stock having no par value. Holders of common stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to securities of the corporation.

ARTICLE IV TERM OF EXISTENCE

The corporation shall exist perpetually.

Prepared by:
Sheldon M. London, Esq.
Florida Bar Number 112104
9301 SW 94th Place
Miami, Florida 33176
(305) 596-5855

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ARTICLE V INITIAL OFFICERS AND DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and address of the initial director of the corporation, who shall hold office for the first year of the corporation's existence or until a successor is elected or appointed, is:

Irwin Rosen

10702 Maple Chase Drive
Boca Raton, Florida 33498

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Irwin Rosen

10702 Maple Chase Drive
Boca Raton, Florida 33498

ARTICLE VII BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII INDEMNIFICATION

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to

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be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

ARTICLE IX REGISTERED AGENT

The name and street address of the initial registered agent and office of the corporation is:

Irwin Rosen

10702 Maple Chase Drive
Boca Raton, Florida 33498

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on January 13, 2000.

Irwin Rosen
Irwin Rosen

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13 day of January, 2000, by Irwin Rosen, who is personally known to me or who has produced _____ as identification.



Sheldon M. London
Commission # 00651622
Expires Aug. 31, 2003
Bonded Through
Atlantic Bonding Co., Inc.

Sheldon M. London
(Print name) Sheldon M. London
Notary Public

Having been named as registered agent and to accept service of process for Wellington Desserts, Inc., I agree to 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 accept the obligations of my position as registered agent.

Irwin Rosen
Irwin Rosen,
Registered Agent
DATE: January 13, 2000

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TALLAHASSEE, FLORIDA

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