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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

matz's mandel, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**Matz's Mandel, Inc.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

**I. NAME**

The name of this corporation and initial office is:

**Matz's Mandel, Inc.**

10301 SW 122nd Street  
Miami, FL 33176

**I. Duration**

The period of its duration is perpetual.

**III. Capital Stock**

The corporation is authorized to issue 1,000,000 shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

**IV. INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

Evan S. Matz  
10301 SW 122nd Street  
Miami, FL 33176

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Prepared By:  
Accounting Office of:  
EVAN MATZ  
9400 S. Dadeland Blvd  
#620  
MIAMI, FL 33156  
305-722-7350  
JUN-06-2000 15:58

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**V. PURPOSE**

The general purpose for which the corporation is organized for Sales of specialty cookies and gift baskets and shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of America.

**VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director(s) of this Corporation are:

Evan Matz ..... CEO / Director  
Lori Matz ..... President / Director

**VII. INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Evan Matz  
10301 SW 122nd Street  
Miami, FL 33176

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**VIII. BYLAW AMENDMENT**

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

**IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**X. INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI. AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**XII. NON-RESIDENT DIRECTORS**

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

**XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

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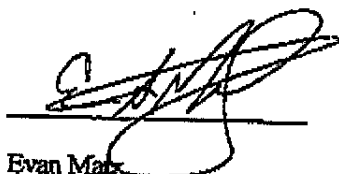
XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

  
Evan Marx

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STATE OF FLORIDA }  
 } SS:  
 COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Evan Matz, and to me known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed such instrument. IN WITNESS WHEREOF,

I have hereto set my hand and seal this 12 day of March, 2000.

*Rita Lindensbaum*



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
 DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
 THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That Matz's Mandel, Inc.,

desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida has named as its agent to accept service within this state,

Evan Matz located at  
 10301 SW 122nd Street  
 Miami, FL 33176

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Evan Matz*  
 \_\_\_\_\_  
 Evan Matz, Registered Agent

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