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LAW OFFICES OF JAMES S. NEWELL

Attorney at Law

FILED  
00 SEP 14 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 12, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/14/00--01064--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: New Corporation Filing for "Rolling 'n Dough, Inc."

EFFECTIVE DATE

09-15-00

Enclosed please find the Articles of Incorporation for the above named Corporation for filing with your office with appropriate fees, in the amount of \$87.50, for the following:

1. Filing Fee
2. Designation of Registered Agent
3. Certified Copy
4. Certificate of Status

In advance, I thank you for your prompt attention to this matter. If there are any questions, please feel free to contact my office.

Respectfully,

  
James S. Newell, Esq.

Pa-15

ARTICLES OF INCORPORATION  
OF  
ROLLING 'N DOUGH, INC.

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TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE  
09-15-00

ARTICLE I

The name of the Corporation ("Corporation") is: Rolling 'n Dough, Inc.

ARTICLE II

The existence of the Corporation shall begin on: 15 September 2000

ARTICLE III

The principal place of business of the Corporation is:

8041 NW 10th Court, Plantation, Florida 33322

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

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

James S. Newell, Esq.  
1641 NW 63rd Avenue, Sunrise, Florida 33313

ARTICLE VI

The number of members of board of directors may be increased or decreased from time to time in accordance with the Corporation's By-laws, but shall never be less than one. The name and address of the person who shall serve on the initial board of directors is:

Name \_\_\_\_\_

Address \_\_\_\_\_

Louise Gross

8041 NW 10th Court, Plantation Florida 33322

ARTICLE VII

The name and address of the person signing these articles of incorporation is:

Name \_\_\_\_\_

Address \_\_\_\_\_

James S. Newell, Esq.

1641 NW 63rd Avenue, Sunrise, Florida 33313

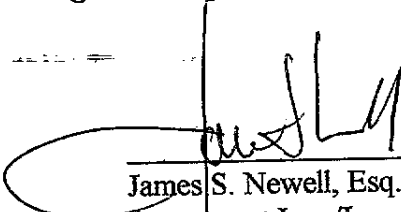
ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation on SEP 11 2000

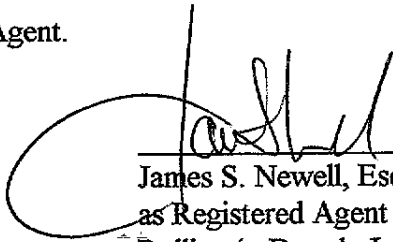
  
James S. Newell, Esq.  
Attorney at Law/Incorporator

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

Pursuant to the provisions of Florida Statutes § 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Office, in the State of Florida:

1. The name of the Corporation is:  
Rolling 'n Dough, Inc.
2. The name of the Registered Agent and location of office is:  
James S. Newell, Esq.  
1641 NW 63rd Avenue, Sunrise, Florida 33313

Having been named as Registered Agent to accept service of process for the above named Corporation 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.

  
James S. Newell, Esq.  
as Registered Agent for  
Rolling 'n Dough, Inc.

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