

October 2, 2000

To whom it may concern:

Below are the names of the people applying for a corporation, position in the corporation, address, and phone numbers where we can be reached.

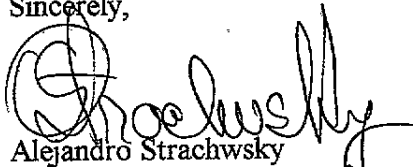
Name: Alejandro Strachwsky (President)  
Address: 300 Celtic Court Oviedo, Florida 32765  
Telephone: (407) 977-0340  
Fax: (407) 977-0150

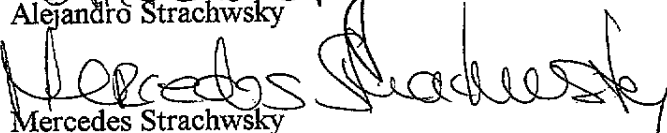
Name: Mercedes Strachwsky (Vice President)  
Address: 300 Celtic Court Oviedo, Florida 32765  
Telephone: (407) 977-0340  
Fax: (407) 977-0150

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We look forward to our future as a corporation.

Sincerely,

  
Alejandro Strachwsky

  
Mercedes Strachwsky



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
STRACHWSKY'S Inc.**

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida and, under the statute of the State of Florida providing for the formation, rights privileges, immunities, and liability of incorporating for profit it is:

**ARTICLE I**

The name of the corporation shall be: **Strachwsky's Inc.**

**ARTICLE II**

The corporation shall engage in any activity or business permitted under the Laws of the State of Florida and the United States of America, Particularly, it will engage in the bakery business, to cater weddings and other such special occasions. The company will also engage in the following: Teaching icing and frosting techniques, baking and cake decoration, retail sale of cake and pastries and baking supplies.

**ARTICLE III**

The maximum the number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares, one dollar a share.

**ARTICLE IV**

The amount of capital with which the corporation shall commence business shall not be less than five hundred dollars.

**ARTICLE V**

The corporation is to exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

The initial post office address of the principal office of this corporation in the State of Florida shall be 300 Celtic Court, Oviedo, Florida 32765

The business of the corporation shall be managed by the Board of directors consisting of not less that (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of the majority of the members thereof. But, the director, by unanimous consent in writing, included in the minutes of the corporation may consent to the

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doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

#### ARTICLE VIII

The names and post office addressed of the members of the first Board of Directors and slate of corporate officers are as follows:

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
Alejandro Strachwsky	President	300 Celtic Court Oviedo, Florida 32765
Mercedes Strachwsky	Vice President	300 Celtic Court Oviedo, Florida 32765

#### ARTICLE IX

The names and address of the subscriber of these Articles of incorporation is Alejandro Strachwsky, 300 Celtic Court, Oviedo, Florida 32765

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any of all of his shares.

#### ARTICLE XI

At all elections of Directors of this corporation each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of the Director with respect to his shares of stock multiplied by the number of Directors to be elected and he may cast all votes for a single Director or may distribute them among the number to be voted for, or any one or more of them as he may see fit.

#### ARTICLE XII

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation and any director, individually or jointly, may be a party to or may be interested in, any contract or transaction of this corporation or in which this corporation is interested and no contract or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Directors of this corporation is a party in any

way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation within which he may be in any way interested.

#### ARTICLE XIII

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

#### ARTICLE XIV

The shareholders of this corporation shall have the power to include in the By Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of its shareholders, or in the event of the death of any of the shareholders. The manner and form as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder to this corporation may sell or transfer his shares therein except to another individual who is eligible to be shareholder of this corporation.

#### ARTICLE XV

In furtherance and not in Limitation of the general power conferred by the Laws of the State of Florida and of the purposes and objects herein above stated, this corporation shall have all and singular the following power:

This corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation, any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase, provided, however, the capital of this corporation is not impaired.

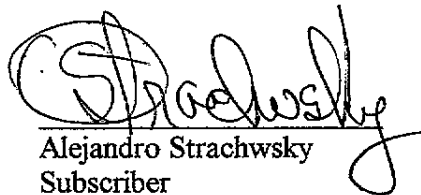
This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A Pension plan.
2. A profit sharing plan.
3. A stock bonus plan.
4. A thrift and saving plan.
5. A restrictive stock option plan, or
6. Other requirement or incentive compensation plans.

#### ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by the majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that at a certain amendment of these be made. All rights of shareholders are subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation of Strachwsky's Inc..  
This 21 day of September, 2000

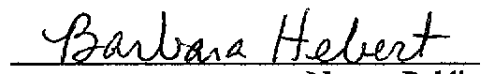
  
Alejandro Strachwsky  
Subscriber

STATE OF FLORIDA            )  
  )  
COUNTY OF SEMINOLE    )       SS:

BEFORE ME, a Notary Public, authorized to take acknowledgement in the state and County above set forth, personally appeared known to me and known by me to be the person who executed the foreign articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 21 day of September, 2000.

 Barbara Hebert  
My Commission CC851148  
Expires July 1, 2003

  
\_\_\_\_\_, Notary Public  
State of Florida at Large

My Commission expires: 2003

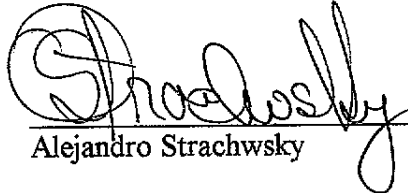
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 28.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that Strachwsky's Inc., desiring to organize under the Laws of the State of Florida, which its principal office as indicated in the Articles of Incorporation at City of Oviedo, County of Seminole and State of Florida, has named Alejandro Strachwsky, 300 Celtic Court, Oviedo, Florida 32765, City of Oviedo, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, as the 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.

  
Alejandro Strachwsky

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