

P00761

Requestor's Name	
Address	
City/State/Zip	Phone #

900002986679--6
-09/14/99--01047--001
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

MRS FIELDS COOKIES INC
2855 E COTTONWOOD PKWY STE #400
SALT LAKE CITY UTAH 84121-7050

FILED
99 SEP 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N/C

V. SHEPARD SEP 21 1999

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
99 SEP 14 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. The Original Great American Chocolate Chip Cookie Company of Georgia
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. January 31, 1984
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 16, 1993
5. Great American Cookie Company, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

6/10/99
Date

Michael Ward
Typed or printed name

Secretary
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE ORIGINAL GREAT AMERICAN CHOCOLATE CHIP COOKIE COMPANY, INC.", CHANGING ITS NAME FROM "THE ORIGINAL GREAT AMERICAN CHOCOLATE CHIP COOKIE COMPANY, INC." TO "GREAT AMERICAN COOKIE COMPANY, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 1993, AT 9:15 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0839553 8100

991315610

AUTHENTICATION: 9905703

DATE: 08-05-99

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF**

THE ORIGINAL GREAT AMERICAN CHOCOLATE CHIP COOKIE COMPANY, INC.

(Pursuant to Sections 242 and 245 of the General
Corporation Law of the State of Delaware)

THE ORIGINAL GREAT AMERICAN CHOCOLATE CHIP COOKIE
COMPANY, INC., a corporation organized and existing under the
laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation of the
corporation was filed with the Secretary of State of the State of
Delaware on June 10, 1977.

2. This Amended and Restated Certificate of
Incorporation amends and restates the provisions of the
Certificate of Incorporation of this corporation, was duly
adopted in accordance with the provisions of Sections 242 and 245
of the General Corporation Law of the State of Delaware, and was
duly approved at a meeting of the majority stockholders of the
Corporation pursuant to Section 228 (d) of the General
Corporation Law of the State of Delaware, with those stockholders
requiring written notice of a meeting having received and
acknowledged such notice.

3. The text of the Certificate of Incorporation is
hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation is GREAT AMERICAN COOKIE
COMPANY, INC.

ARTICLE II

The address of the registered office of the corporation is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the corporation shall have authority to issue is Two Thousand (2,000) shares, all of which shares shall be Common Stock, no par value.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, alter or repeal its By-Laws.

ARTICLE VI

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for injury resulting from a breach of his fiduciary duty as a director, except for liability (i) for injury resulting from a breach of his duty of loyalty to the corporation and its stockholders, (ii) for injury resulting from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be

amended, or (iv) for injury resulting from any transaction from which the director derives an improper personal benefit. If the Delaware General Corporation Law hereafter is amended so as to authorize the further elimination or limitation of the liability of directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, then the liability of a director of the corporation for monetary damages, in addition to the limitation on personal liability provided in the preceding sentence, shall automatically, by virtue hereof and without any further action on the part of the corporation or its stockholders, be further limited so as to be limited to the fullest extent permitted by the Delaware General Corporation Law. Any repeal or modification of this Section by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with regard to actions taken or omitted before such repeal or modification.

ARTICLE VII

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, or by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is 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 by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, in accordance with and to the full extent permitted by statute. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under this Certificate of Incorporation or any agreement or vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

DEC-10-93 FRI 11:31


P. 06

IN WITNESS WHEREOF, this Amended and Restated
Certificate of Incorporation has been executed on behalf of this
corporation this 10th day of December, 1993.

THE ORIGINAL GREAT AMERICAN
CHOCOLATE CHIP COOKIE COMPANY, INC.

By: 
Adam E. Max, Vice President

Attest:


Herbert B. Max
Assistant Secretary