

P01000012266



ACCOUNT NO. : 072100000032

REFERENCE : 987226 81599A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
2001 FEB - 1 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia

ORDER DATE : February 1, 2001

ORDER TIME : 2:39 PM

ORDER NO. : 987226-005

CUSTOMER NO: 81599A

CUSTOMER: Christopher Cathcart, Esq
Ossinsky & Cathcart, P.a.

300003623543--7

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: GRAHAM CRACKERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
01 FEB - 1 PM 3:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/2/01

ARTICLES OF INCORPORATION

OF

GRAHAM CRACKERS, INC.

FILED

2001 FEB -1 PM 3: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

GRAHAM CRACKERS, INC.
2824 Whispering Way, Winter Park, Florida 32792

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is located at 2824 Whispering Way, Winter Park, Florida 32792, and the name of its initial Registered Agent at that address is Suzi Brooks Graham.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Suzi Brooks Graham

2824 Whispering Way
Winter Park, Florida 32792

Article 7. Incorporators. The name and address of each Incorporator is as follows:

SUZI BROOKS GRAHAM
2824 Whispering Way
Winter Park, Florida 32792

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is February 1, 2001.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 29 day of January, 2001.

Suzi Brooks Graham
SUZI BROOKS GRAHAM, Incorporator

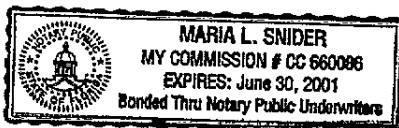
STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 29th day of January, 2001, by SUZI BROOKS GRAHAM of GRAHAM CRACKERS, INC., a corporation, on behalf of the corporation, who is personally known or produced Suzi Brooks Graham as identification.

Maria L. Snider
Notary Public MARIA L. SNIDER
My Commission expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GRAHAM CRACKERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2824 Whispering Way, Winter Park, Florida 32792, has named Suzi Brooks Graham, located at 2824 Whispering Way, Winter Park, Florida 32792, as its agent to accept service of process within Florida.

Suzi Brooks Graham
SUZI BROOKS GRAHAM

Incorporator

Title

January 29, 2001
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Suzi Brooks Graham
SUZI BROOKS GRAHAM Registered Agent

January 29, 2001
Date

FILED
2001 FEB - 1 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA