

**Electronic Articles of Incorporation
For**

**P01000091063
FILED
August 30, 2001
Sec. Of State**

PANGAIA'S CORPORATION

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PANGAIA'S CORPORATION

Article II

The principal place of business address:

P.O. BOX 17142
PENSACOLA, FL. 32522

The mailing address of the corporation is:

P.O. BOX 17142
PENSACOLA, FL. 32522

Article III

The purpose for which this corporation is organized is:

PANGAIA'S CORPORATION, A WHOLELY OWNED SUBSIDIARY OF PANGAIA'S COOKIES, INC., IS FORMED FOR THE PURPOSE OF WHOLESELLING AND SERVICING DISTRIBUTORS AND RETAILERS IN NORTH AMERICAN MARKETS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

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

CAFFEY H BELL
6073 SPANISH OAK DRIVE
PENSACOLA, FL. 32526

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: CAFFEY BELL

Article VI

The name and address of the incorporator is:

CAFFEY BELL
6073 SPANISH OAK DRIVE
PENSACOLA, FLORIDA 32526-3727

Incorporator Signature: CAFFEY BELL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
CHUCK L LAMARK
P.O. BOX 17142
PENSACOLA, FL. 32522

Title: V
HONOR M BELL
P.O. BOX 17142
PENSACOLA, FL. 32522

Title: T
BELL H CAFFEY
P.O. BOX 17142
PENSACOLA, FL. 32522

Title: V
HONOR M BELL JR.
P.O. BOX 17142
PENSACOLA, FL. 32522