

P01000113011
LAW OFFICE OF
ARON M. MANDL, P.A.

November 20, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
01 NOV 26 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

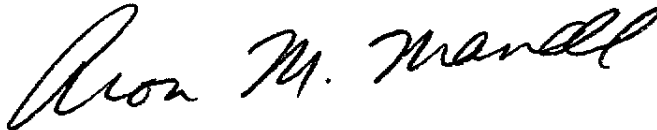
Please file these Articles of Incorporation for **My Piece of Cake, Inc.**

Enclosed please find two copies of the Articles and a check for \$78.75 for the fee as well as a certified copy of the Articles.

Please note that since the person signing these Articles signed them while in the country of Israel, the seals and stamps are from the Israeli notary who notarized his signature in Israel. Please note that the copies of the Articles are printed and signed one immediately after the other.

Thank you for your assistance. If you have any questions, please feel free to contact me at (954) 630-4000.

Sincerely yours,



Aron M. Mandl
For the Firm

600004692856--4
-11/26/01--01041--019
*****78.75 *****78.75

3407 N.W. 9th Avenue • Suite 250 • Fort Lauderdale, FL 33309
Telephone: (954) 630-4000 • Fax: (954) 630-4001 • Email: AttorneyMandl@aol.com

11-29-01
WC

Yahoo! Mail

A-1



**ARTICLES OF INCORPORATION
OF
MY PIECE OF CAKE, INC.**

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is MY PIECE OF CAKE, INC.

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

ARTICLE III. CAPITAL STOCK AUTHORIZED

- a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 100 shares of common stock at one dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is: 3407 N.W. 9TH Avenue - Suite 250, Fort Lauderdale, FL 33309, and the name of the initial registered agent of this Corporation at that address is Aron M. Mandl, Esq. 3407 N.W. 9TH Avenue - Suite 250, Fort Lauderdale, FL 33309

ARTICLE VI. INCORPORATOR

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

Moshe Jacob
c/o Aron M. Mandl, P.A.
3407 N.W. 9th Avenue - Suite 250
Fort Lauderdale, FL 33309

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be One. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

Moshe Jacob
c/o Aron M. Mandl, P.A.
3407 N.W. 9th Avenue - Suite 250
Fort Lauderdale, FL 33309

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

.../ShowLetter?MsgId=4922_983885_4436_918_3645_0_671&YY=6648&inc=25&order=down&16/11/01

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

ARTICLE XI. BYLAW AGREEMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and Stockholders provided that such amendment be in compliance with the laws of Florida.

ARTICLE XII. PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation, this 16 day of November, 2001.

Moshe Jacob
MOSHE JACOB, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MY PIECE OF CAKE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: November 19, 2001

Aron M. Mandl
ARON M. MANDL, ESQ., Registered Agent

STATE OF _____ }

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared MOSHE

JACOB to me,

_____ personally known to me

_____ produced _____ as identification

to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the

