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THERESA D. TOOLAN
97 Trista Terrace Court
Destin, Florida 32541

April 22, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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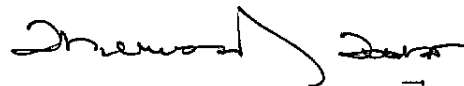
Re: Articles of Incorporation for Nana Smith's Sweets & Treats, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation for filing with your office. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,



THERESA D. TOOLAN

tdt

Enclosures: a/s

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
NANA SMITH'S SWEETS & TREATS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Nana Smith's Sweets & Treats, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

615 Alysheba Drive
Crestview, Florida 32539

The mailing address of this corporation shall be:

615 Alysheba Drive
Crestview, Florida 32539

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the offering price.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Theresa D. Toolan
97 Trista Terrace Court
Destin, Florida 32541

ARTICLE VII - INCORPORATORS

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

Theresa D. Toolan
97 Trista Terrace Court
Destin, Florida 32541

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - ACTION WITHOUT A MEETING


The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 22nd day of April, 2002.


THERESA D. TOOLAN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 22nd day of April, 2002 by Theresa D. Toolan, who is personally known to me or who has produced _____ as identification and acknowledged and declared that she executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC

My Commission Expires: 7/12/2004



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Nana Smith's Sweets & Treats, Inc.
2. The name and address of the registered agent is Theresa D. Toolan, 97 Trista Terrace Court, Destin, Florida 32541. The address of the principal office is 615 Alysheba Drive, Crestview, Florida 32539.

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

DATED this 22nd day of April, 2002.


Theresa D. Toolan, Registered Agent

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TALLAHASSEE FLORIDA