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12/2002 08:51 4076471040 HUNTER MARCHMAN P.A. PAGE 01  
Division of Corporations Page 1 of 2  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : HUNTER & MARCHMAN, P.A.  
Account Number : I20000000055  
Phone : (407)647-6900  
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FLORIDA PROFIT CORPORATION OR P.A.

Cookie Crumbs, Inc.

Certificate of Status	0
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SECRET  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

06-11-02

**ARTICLES OF INCORPORATION  
OF  
COOKIE CRUMBS, INC.**

**ARTICLE I - NAME**

The name of this corporation is **COOKIE CRUMBS, INC.**, a Florida Corporation.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSES**

The general purposes for which this corporation is organized are:

1. Prepare and sell gourmet food items and products including original artwork.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK which shall be designated "Common Stock".

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**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 13823 Valleybrooke Lane, Orlando, FL 32826-2643, and the name of the initial registered agent of this corporation is David Olday, whose address is 13823 Valleybrooke Lane, Orlando, FL 32826-2643

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID OLDAY	13823 Valleybrooke Lane, Orlando, FL 32826-2643
JUDY FERGUSON	2603 Big Bend Trail, Maitland, FL 32751

**ARTICLE VII - INCORPORATOR**

The names and addresses of the persons signing these Articles are the Incorporators, DAVID OLDAY, whose address is 13823 Valleybrooke Lane, Orlando, FL 32826-2643 and JUDY FERGUSON, whose address is 2603 Big Bend Trail, Maitland, FL 32751.

**ARTICLE VIII - ACTION BY DIRECTORS WITHOUT A MEETING**

The Stockholder and Director of this corporation may take action by written consent as provided by law.

**ARTICLE IX - 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

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rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE X - CUMULATIVE VOTING**

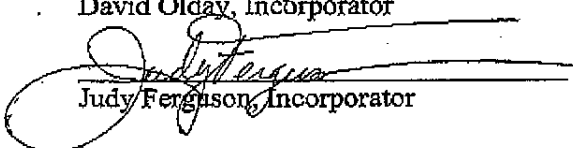
At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this the 11 day of June 2002.

  
\_\_\_\_\_  
David Olday, Incorporator

  
\_\_\_\_\_  
Judy Ferguson, Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF ORANGE    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared David Olday and Judy Ferguson, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this the 11 day of June 2002.


  
NOTARY PUBLIC



Kenneth R Marchman  
My Commission CC748732  
Expires July 16, 2002

ACCEPTANCE

I HEREBY CERTIFY that I am a permanent resident of Orange County, Florida, residing at the place indicated above and I hereby accept the foregoing designation as Registered Agent.

  
David Olday  
Registered Agent

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