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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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05/15/03

Requestor's Name

Address

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VALIDATION ONLY

CORPORATION(S) NAME

DPD Cookies of Orlando, Inc.



Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

(X) Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

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Empire Toll Free: 1-800-432-3028

CERTIFICATE OF INCORPORATION
OF
DPD COOKIES OF ORLANDO, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT, WITH THE POWERS, RIGHTS, PRIVILEGES, AND SUBSCRIBE, AND ACKNOWLEDGE AND FILE WITH THE SECRETARY OF STATE OF FLORIDA THIS CERTIFICATE OF INCORPORATION; AND TO THAT END WE DO, BY THIS CERTIFICATE, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION (WHICH HERINAFTER CALLED THE "CORPORATION") IS: DPD COOKIES OF ORLANDO, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THINGS ALLOWED AND PERMITTED TO BE DONE BY CORPORATIONS UNDER THE STATUTES OF THE STATE OF FLORIDA, AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, TOWIT:

(A) RETAIL COOKIE SALES

(B) TO SUBSCRIBE FOR, INVEST IN, PURCHASE OR OTHERWISE ACQUIRE, TO OWN, HOLD, SELL, EXCHANGE, PLEDGE, OR OTHERWISE DISPOSE OF, SECURITIES OF EVERY NATURE, AND KIND, INCLUDING WITHOUT LIMITATION, ALL TYPES OF STOCKS, BONDS, DEBENTURES, OR OBLIGATIONS OR EVIDENCES OF INDEBTEDNESS OR OWNERSHIP OR PARTICIPATION ISSUED OR CREATED BY ANY AND ALL ASSOCIATION, TRUSTS, OR CORPORATIONS, PUBLIC OR PRIVATE, WHETHER CREATED ESTABLISHED OR ORGANIZED UNDER THE LAWS OF THE UNITED STATES, ANY OF THE STATES, OR ANY TERRITORY OR DISTRICT OR COLONY OR POSSESSION THEREOF, OR UNDER THE LAWS OF ANY FOREIGN COUNTRY, AND ALSO FOREIGN AND DOMESTIC GOVERNMENT AND MUNICIAL OBLIGATIONS, BANK ACCEPTANCES, COMMERCIAL PAPER AND SECURED CALL LOANS; TO PAY FOR THE SAME IN CASH OR PROPERTY OR BY THE ISSUE OF STOCKS, BONDS, OR NOTES OF THIS CORPORATION OR OTHERWISE; AND WHILE OWNING OR HOLDING ANY SUCH SECURITIES, TO EXERCISE ALL THE RIGHTS, POWERS, AND PRIVILEGES OF A STOCKHOLDERS OR OWNER, INCLUDING THE RIGHT TO TRANSFER AND CONVEY THE SAID STOCK OR OTHER SECURITIES TO ONE OR MORE PERSONS, FIRMS, ASSOCIATIONS OR CORPORATIONS SUBJECT TO VOTING TRUSTS OR OTHER AGREEMENTS PLACING IN SUCH PERSONS VOTING OR OTHER POWERS IN RESPECT OF SAID STOCKS OR OTHER SECURITIES; TO BORROW MONEY OR OTHERWISE OBTAIN CREDIT AND TO SECURE THE SAME BY MORTGAGING, PLEDGING, OR OTHERWISE SUBJECTING AS SECURITY THE ASSETS OF THIS CORPORATION.

(C.) TO BUILD, ERECT, CONSTRUCT, PURCHASE, HIRE, OR OTHERWISE ACQUIRE, OWN, PROVIDE, ESTABLISH, MAINTAIN, HOLD, WORK, DEVELOP, SELL, CONVEY, LEASE, MORTGAGE, EXCHANGE, IMPORVE AND OTHERWISE DEAL IN AND DISPOSE OF REALESTATE AND REAL PROPERTY AND ALL OTHER KINDS OF PROPERTY OF WHATSOEVER NATURE, WHETHER REAL, PERSONAL, OR MIXED, OR ANY INTERESTS OR RIGHTS THEREIN WITHOUT LIMITS AS TO AMOUNTS; TO BUY, SELL, ASSIGN, CONVEY AND CANCEL LIENS UPON PERSONAL PROPERTY AND REAL ESTATE OF EVERY KIND AND NATURE WHATSOEVER; TO ACT AS BROKER OR AGENT FOR THE PURCHASE, SALE, LEASING AND MANAGEMENT OF REAL ESTATE AND THE NEGOTIATING OF LOANS THEREON; TO BORROW AND LEND MONEY AND TO NEGOTIATE LOANS; TO DRAW, ENDORSE, ACCEPT, DISCOUNT AND DELIVER BILLS OF EXCHANGE, PROMISSORY NOTES, BONDS,

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DEBENTURES, AND OTHER NEGOTIABLE INSTRUMENTS OF WHATSOEVER NATURE, AND SECURE THE SAME BY MORTGAGE ON ITS PROPERTY OR OTHERWISE; TO ISSUE ON COMMISSION, SUSBScribe FOR , TAKE, ACQUIRE, HOLD, EXCHANGE, AND DEAL IN SHARE, STOCKS, BONDS, OBLIGATIONS, OR SECURITIES OF ANY GOVERNMENT OR AUTHORITY, INDIVIDUAL OR CORPORATION.

(D) TO CARRY ON THE BUSINESS OF A HOLDING COMPANY AND PURCHASE AND ACQUIRE ANY MERCANTILE OR COMMERCIAL BUSINESS, TRADE, OR ENTERPRISE PERMITTED BY THE LAWS OF THE STATE OF FLORIDA, AND TO OWN, HOLD, OPERATE, AND MAINTAIN, USE, SELL, OR OTHERWISE DISPOSE OF THE SAME; TO ENTER INTO OR ENGAGE IN ANY SUCH BUSINESS, TRADE, OR ENTERPRISE.

(E) TO MAKE AND CARRY OUT CONTRACTS FOR BUILDING, ERECTING, IMPROVING, AND REPAIRING BUILDINGS, BULKHEADS, SEA WALLS, FILLS, AND STRUCTURES OF EVERY KIND AND NATURE WHATSOEVER; TO BUILD, CONSTRUCT OR REPAIR ROADS, BRIDGES, WHARVES, SEA WALLS, SIDEWALKS, DITCHES, DRAINS, BULKHEADS AND IN CONNECTION THEREWITH, TO USE APPLIANCE, OR APPLIANCES, DREDGE OR EQUIPMENT OF WHATSOEVER NATURE FOR THE PURPOSE OF SO DOING; TO CARRY ON IN ANY AND ALL OF ITS PERSPECTIVE BRANCHES AND THE BUSINESS OF GENERAL CONTRACTING OF WHATSOEVER NATURE; TO OWN AND OPERATE BOATS, BOATLINES, BRIDGES, AND DREDGES; TO MAKE, DEEPEN OR WIDEN CHANNELS OR CANALS; TO FILL IN LOW GROUND, TO BUY, SELL, MANUFACTURE, TRADE, AND DEAL IN MACHINERY, TOOLS, AND IN STEEL, IRON, PLASTER, GRANITE, IMPLEMENTS, STONE, BRICK, LUMBER, SHELL, SAND AND EVERY KIND OF BUILDING MATERIAL AND SUPPLIES WHATSOEVER; TO MAKE ALL MANNER OF RIVER AND HARBOR IMPROVEMENTS; TO ENGAGE IN THE BUILDING OF BUILDINGS AND REPAIRING OF VESSELS, SHIPS, BOATS, CRAFTS, AND TO DO ALL MANNER OR MARINE CONSTRUCTION.

(F) TO ENGAGE IN THE SALES AND COMMISSION BUSINESS IN THE REPRESENTATION OF FACTORIES, WHOLESALERS, AND BUSINESS WHICH REQUIRE THE USE AND SERVICES OF A SALES AND COMMISSIONS AGENCY, AND TO DO ALL THINGS NECESSARY IN CONNECTION WITH THE OPERATION OF A SALES AND COMMISSION AGENCY; AS WELL AS TO ENGAGE IN OTHER SIMILAR AND ALLIED BUSINESSES INCIDENTAL TO A SALE AND COMMISSION AGENCY, WHICH SAID AGENCY WILL OPERATE BOTH WITHIN AND WITHOUT THE CONTINENTAL LIMITS OF THE UNITED STATES OF AMERICA.

(G) TO OWN, CONDUCT, OPERATE, AND MAINTAIN A STORE OR STORES OR DISTRIBUTION CENTERS, WAREHOUSES, LOFTS, LOTS, STORAGE CENTERS OR OTHER OUTLETS FOR THE PURPOSE OF MANUFACTURING, MAKING, BUYING, SELLING, AND OTHERWISE DEALING IN BUILDING SUPPLIES AND EQUIPMENT INCIDENTAL TO THE CONSTRUCTION BUSINESS.

(H) TO OWN, BUY, SELL, LEASE, EXCHANGE OR OTHERWISE DEAL IN REAL ESTATE AND PERSONAL PROPERTY; TO MORTGAGE, SELL, AND CONVEY THE SAME; TO NEGOTIATE, PURCHASE, HOLD, AND SELL MORTGAGES, STOCKS, BONDS, AND OTHER SECURITIES AND PERSONAL PROPERTY; TO INVEST MONEY IN REAL ESTATE FOR ITSELF OR FOR OTHER PARTIES; TO BUILD, FURNISH, EQUIP, CONSTRUCT AND REPAIR BUILDINGS AND TO CARRY ON THE GENERAL CONTRACTING AND CONSTRUCTION BUSINESS; TO HAVE ALL THE POWERS CONFERRED UPON SUCH CORPORATION TO CARRY ON ANY BUSINESS IN CONNECTION WITH ANY INCIDENT TO THE FOREGOING UNDER THE LAWS OF THE STATE OF FLORIDA OR ANY OTHER STATE.

(I) GENERALLY, TO MAKE, AND PERFORM CONTRACTS OF ANY KIND AND DESCRIPTION, AND FOR THE PURPOSE OF ATTAINING ANY OF THE OBJECTS OF THE CORPORATION, TO DO AND PERFORM ANY OTHER ACT OR THINGS, AND TO EXERCISE ANY AND ALL POWERS WHICH A CO-

PARTNERSHIP OR NATURAL PERSON COULD DO AND EXERCISE, AND WHICH ARE NOW, OR
HEREAFTER MAY BE AUTHORIZED BY LAW, AND GENERALLY DO AND PERFORM ANY AND ALL
THINGS NECESSARY OR INCIDENTAL TO THE PERFORMING OR CARRYING OUT OF THE POWERS
HEREIN ABOVE SPECIFICALLY DELEGATED OR IMPLIED.

ARTICLE III

THE STOCK OF THIS COMPANY SHALL BE DIVIDED INTO FIVE HUNDRED SHARES OF STOCK OF
THE PAR VALUE OF \$1.00 PER SHARE, ALL OF ONE CLASS, NAMELY, COMMON STOCK, AND
HAVING AN AGGREGATE PAR VALUE OF \$500.00. ALL SAID STOCK SHALL BE PAYABLE IN CASH,
PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF
DIRECTORS AT A MEETING CALLED FOR THE PURPOSE: PROPERTY, LABOR, OR SERVICES MAY
BE PURCHASED OR PAID FOR WITH CAPITAL STOCK; AT A JUST VALUATION TO BE FIXED BY THE
BOARD OF DIRECTORS AT A MEETING CALLED FOR THAT PURPOSE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE
NO LESS THAN ONE THOUSAND DOLLARS.

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OR THE CORPORATION SHALL BE AT 451 EAST ALTAMONTE
DRIVE, ROOM 2117, ALTAMONTE SPRINGS, FL 32701, WITH THE PRIVILEGE OF HAVING BRANCH
OFFICES WITHIN AND WITHOUT THE STATE OF FLORIDA.

ARTICLE VI

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VII

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THE
CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR, OR UNTIL THEIR SUCCESSORS
ARE CHOSEN SHALL BE:

NO DIRECTORS UNTIL FIRST MEETING OF THE CORPORATION.

ARTICLE VIII

THE NUMBER OF DIRECTORS SHALL BE: TWO.

ARTICLE IX

THE NAMES AND POST OFFICE ADDRESSES OF THE PRESIDENT, SECRETARY, VICE PRESIDENT,
AND TREASURER, WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED OR
APPOINTED OR HAVE QUALIFIED ARE:

DAVID P. DUVALL
152 W. SANDALWOOD CT
DAYTONA BEACH, FL 32119

PRESIDENT

ROBERT J. DUVALL

VICE PRESIDENT

1617 SUNNY BROOK LANE N.E. UNIT F-204
PALM BAY, FL 32905

DAVID P. DUVALL
152 W. SANDALWOOD CT
DAYTONA BEACH, FL 32119

SECRETARY

DAVID P. DUVALL
152 W. SANDALWOOD CT.
DAYTONA BEACH, FL 32119

TREASURER

ARTICLE X

THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER, AND THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE ARE:

DAVID P. DUVALL 350 SHARES
152 W. SANDALWOOD CT
DAYTONA BEACH, FL 32119

ROBERT J. DUVALL 150 SHARES
1617 SUNNYBROOK LAND, N.E. UNIT F-204
PALM BAY, FL 32905

TOTAL SHARES: FIVE HUNDRED

ALL OF THE PROCEEDS OF WHICH WILL AMOUNT TO AT LEAST \$500.00

WE HAVE HEREUNTO SET OUR HANDS AND SEALS, AND ACKNOWLEDGED TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE THE FOREGOING CERTIFICATE OF INCORPORATION THIS
15TH DAY OF MAY, 2003.


DAVID P. DUVALL, PRESIDENT, SECRETARY, TREASURER


ROBERT J. DUVALL, VICE PRESIDENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING SUBMITTED:

FIRST THAT: DPD COOKIES OF ORLANDO, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF ALTAMONTE SPRINGS, STATE OF FLORIDA, HAS
NAMED DAVID P. DUVALL (NAME OF REGISTERED AGENT) LOCATED AT 451 EAST ALTAMONTE
DRIVE, ROOM 2117, ALTAMONTE SPRINGS, FLORIDA, 32701, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE: 05/15/03

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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
(REGISTERED AGENT)

DATE: 05/15/03

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