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Phone : (941)316-0111  
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FLORIDA PROFIT CORPORATION OR P.A.

ROLLING PIN KITCHEN EMPORIUM, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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**ARTICLES OF INCORPORATION  
OF  
ROLLING PIN KITCHEN EMPORIUM, INC.**

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation is:

**ROLLING PIN KITCHEN EMPORIUM, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of Common Stock having a par value of \$1.00 per share.

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5950 Midnight Pass, #301, Sarasota, Florida 34242.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5950 Midnight Pass, #301, Sarasota, Florida 34242 and the registered agent at such office is Suzanne Pardo.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The names and addresses of the first Board of Directors :

|                |   |
|----------------|---|
| Suzanne Pardo  | 5950 Midnight Pass, #301<br>Sarasota, Florida 34242 |
| David A. Pardo | 5950 Midnight Pass, #301<br>Sarasota, Florida 34242 |

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

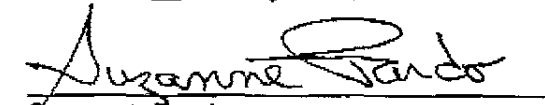
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ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Suzanne Pardo 5950 Midnight Pass, #301  
Sarasota, Florida 34242

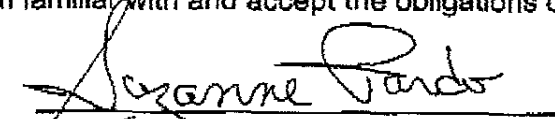
The undersigned has executed these Articles this 30 day of October, 2003.

  
Suzanne Pardo  
"Incorporator"

Having been named as Registered Agent and to accept service of process for **ROLLING PIN KITCHEN EMPORIUM, INC.** at the place designated in the Articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

10-30-03

Date

  
Suzanne Pardo  
"Registered Agent"

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