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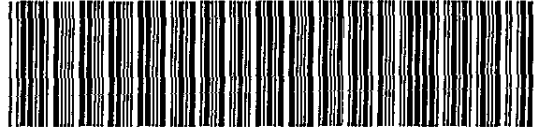
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LAW OFFICES
FEINSTEIN & SOROTA, P.A.
2250 NORTHWEST 136TH AVENUE • SUITE 100
PEMBROKE PINES, FLORIDA 33028

MARK D. FEINSTEIN
ALAN M. SOROTA *
* ALSO ADMITTED IN COLORADO

TELEPHONE (954) 437-8855
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February 19, 2004

Via Fedex: 8436 4659 8315

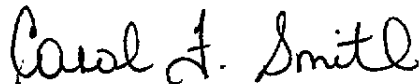
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: The Upper Crust, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$78.75 payable to the **Department of State** representing your Filing Fee and Certificate for the above-captioned incorporation.

In the event you have any questions, please feel free to contact the undersigned.

Sincerely,



Carol F. Smith, Paralegal Asst
ALAN M. SOROTA, ESQUIRE

:CS
Enclosures: As Noted

ARTICLES OF INCORPORATION
OF
THE UPPER CRUST, INC.

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DIVISION OF CORPORATIONS
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

THE UPPER CRUST, INC.

The address of the principal office of this corporation shall be 2250 North West 136th Avenue, Pembroke Pines, Florida 33028 and the mailing address of the corporation shall be Post Office Box 26, Key West, Florida 33041.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2250 North West 136th Avenue, Pembroke Pines, Florida 33028, and the name of the initial registered agent of the corporation at that address is Alan M. Sorota.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors initially. The name and address of the initial member of the Board of Directors are:

Barry Tobins Director	1110 Craigville Beach Road Centerville, MA 02632
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Jordan Tobins Director	1110 Craigville Beach Road Centerville, MA 02632
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Douglas Tobins Director	1110 Craigville Beach Road Centerville, MA 02632
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ARTICLE VII: OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jordan Tobins Vice President	1110 Craigville Beach Road Centerville, MA 02632
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Barry Tobins President/Secretary/Treasurer	1110 Craigville Beach Road Centerville, MA 02632
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Douglas Tobins Vice President	1110 Craigville Beach Road Centerville, MA 02632
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ARTICLE VIII: SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

ALAN M. SOROTA, ESQ.
Feinstein & Sorota, P.A.
2250 N W 136TH Avenue
Suite 100
Pembroke Pines, FL 33028

IN WITNESS WHEREOF, the undersigned, has hereunto set their hand and seal on:


Alan M. Sorota, Incorporator

February 19, 2004

Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Alan M. Sorota, Registered Agent

February 19, 2004

Date

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