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(Requestor's Name)

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PICK-UP WAIT MAIL

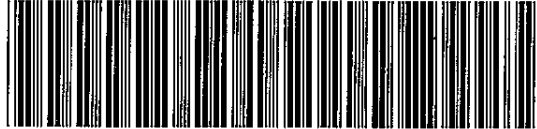
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 MAR 16 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Americas Brownie Company INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

SMK ACCOUNTING SERVICES INC.
Name (Printed or typed)

1411 EL CAJON COURT
Address

WINTER SPRING, FL. 32708
City, State & Zip

407-971-2764
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
AMERICAN BROWNIE COMPANY INC.

1. Corporate Name

The name of the Corporation shall be: AMERICAN BROWNIE COMPANY INC..
The principal place of business of this corporation shall be P.O. BOX 459, OCOEE, FL.
34761.

2. Registered Agent in Initial Registered Office

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Steven M. Kleinberger, 1411 El Cajon Court, Winter Springs, Fl. 32708.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

3. Nature of the Business:

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

4. Capital Stock.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

5. Incorporator.

The name and mailing address of the incorporator signing these Articles of Incorporation as incorporator is:

STEVEN M. KLEINBERGER
1411 El Cajon Court
Winter Springs, Fl. 32708

6. Existence.

The Corporation shall have perpetual existence, commencing on the date of filing of these articles of in the office of the Secretary of State, for the State of Florida

7. Board of Directors:

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

8. Initial Directors:

The names of the initial director of this corporation and their street address are:

Andrea Z. Millner-1019 Glen Springs Avenue, Winter Garden, FL. 34787

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever comes first.

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places that may from time to time be designated by the Board of Directors.

(b) A increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(c) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

9. Initial 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/appointed are:

ANDREA MILLNER-1019 GLEN SPRINGS AVENUE, WINTER GARDEN, FL.
34787 - PRESIDENT (100%)

10. Amendment:

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

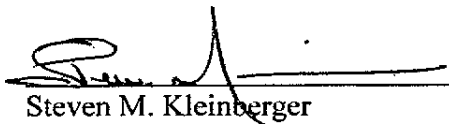
11. Preemptive Rights:

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

12. By-Laws:

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 12th day of MARCH, 2004.



Steven M. Kleinberger

State of FLORIDA)

County of SEMINOLE)

BEFORE ME, A notary public, personally appeared STEVEN M. KLEINBERGER to me known to be the person described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation on the 12th day of MARCH 2004. The following was provided as identification: Known as.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Deborah Boulware

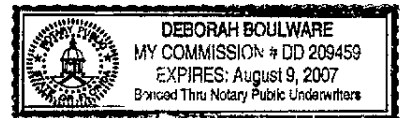
Notary Public's Signature
State of Florida at Large

Deborah Boulware

Notary Public's Printed Name

My commission expires:

ACCEPTANCE OF DESIGNATION



Having been designated as registered agent for the above name corporation to accept service of process at the address listed, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

[Signature]

Registered Agent

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TALLAHASSEE, FLORIDA