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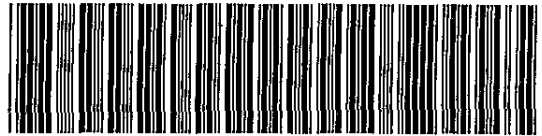
(Business Entity Name)

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DIVISION OF REGISTRATION  
05 MAY 27 PM 4:27



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 18, 2005

DONNA B PAYNE  
1467 NW 74 ST  
MIAMI, FL 33147

SUBJECT: GRANNY'S PECAN DELIGHTS, INC.  
Ref. Number: W05000025023

We have received your document for GRANNY'S PECAN DELIGHTS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 205A00035690

**ARTICLES OF INCORPORATION**

**OF**

**Granny's Pecan Delights, Inc.**

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DIVISION OF CORPORATION  
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**ARTICLE I**

The name of the Corporation is: Granny's Pecan Delights, Inc.

Principal Office:    1467 N. W. 74th Street  
                         Miami, Florida,    33147

**ARTICLE II**

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida. The Corporation shall exist perpetually.

**ARTICLE III**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of One - Dollars (\$1.00) Par value common stock, which shall be designated "Common Shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**

**CUMULATIVE VOTING**

At each election for directors, every holder of the capital stock (or voting stock, if there is more than one class and one class is non-voting) shall have the right to vote in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of his shares equal, or by distributing such votes on the same principle among any number of such candidates. Any shareholder must give notice to the President and the Vice-President of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of the directors that such shareholders intend to cumulate his vote at the said election.

## ARTICLE V

### PREEMPTIVE RIGHTS

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock. The Board of Directors shall determine terms, prices and conditions prior to the issuance of any new stock of the Corporation. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number (percentage) of shares outstanding.

## ARTICLE VI

### INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

## ARTICLE VII

### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

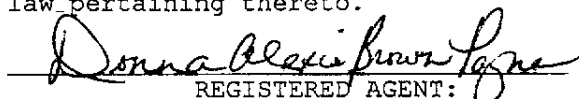
The Corporation's initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Donna Alexis Brown Payne

INITIAL REGISTERED OFFICE: 1467 N. W. 74th Street  
Miami, Florida 33147

### ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept the process on the Corporation at the Initial Registered Office designated in these articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
REGISTERED AGENT:

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## ARTICLE VIII

### INITIAL BOARD OF DIRECTOR (S)

The Corporation shall have ONE director(s) initially. The number of directors may either be increased or diminished from time to time by The Bylaws, but shall never be fewer than one (1). The Corporation Name(s) and address of the initial directors of the Corporation is:

Name(s)	Address (es)
Donna Alexis Brown Payne Street	1467 N.W. 74th Miami, Florida 33147

## ARTICLE IX

### INITIAL OFFICER (S)

The Name(s) and address (es) of the initial Officers of the Corporation (is) are:

NAME	ADDRESS
Donna Alexis Brown Payne	1467 N. W. 74th Street Miami, Florida 33147

## ARTICLE X

### INITIAL SHAREHOLDERS

The name(s) and address (es) of the initial stockholder (s) of the Corporation as well as their respective shares is:

Names	Share (s)
Donna Alexis Brown Payne 1467 N.W. 74th Street Miami, Florida 33147	100

## ARTICLE XI

### SPECIAL VOTE REQUIREMENTS

The following acts of the Corporation shall not be performed without the written consent of the affirmative vote of two-thirds (2/3) of the issued and outstanding common stock of the Corporation:

- (1) Amendment of the Articles of Incorporation
- (2) Amendment of the By-laws of the Corporation
- (3) Increase the capital stock of the Corporation
- (4) Voluntary bankruptcy of the Corporation
- (5) Dissolution of the Corporation
- (6) Change in preemptive rights in the corporate stock
- (7) Abolition of cumulative voting

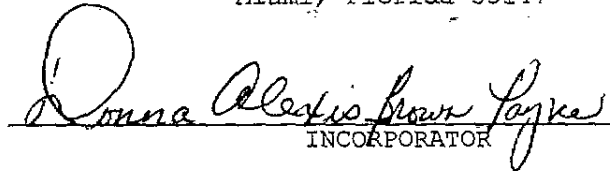
ARTICLE XII

INCORPORATOR

The name address of the incorporator executing these Articles of Incorporation is:

Incorporator: Donna Alexis Brown Payne

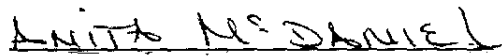
Address: 1467 N. W. 74th Street  
Miami, Florida 33147

  
INCORPORATOR

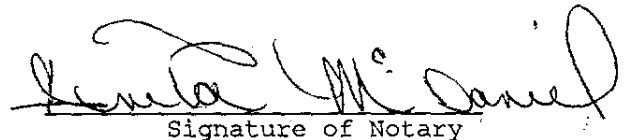
Personally appeared before me, the undersigned authority Donna Alexis Brown Payne,

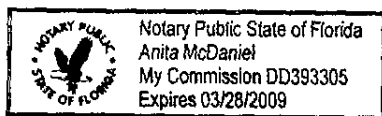
Who signed the foregoing Affidavit in my presence and who being duly sworn, deposes and says that he knows the contents of said Affidavit.

Witness my hand and official seal at, this 10th day of May 2005



Name of Notary Public  
My commission expires 3-28-09

  
Signature of Notary



Affiant known & produced I. D.  
Type of ID. Florida Driver License

