

**P05000155535**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : JAMES A NOLAN, PA  
Account Number : I20020000124  
Phone : (904) 425-3058  
Fax Number : (904) 425-3059

**FLORIDA PROFIT CORPORATION OR P.A.**

**PAPA'S FINE CAKES AND PASTRIES, INC.**

Certificate of Status	0
Certified Copy	0
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P. 2  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PAPA'S FINE CAKES AND PASTRIES, INC.

ARTICLE I.  
CORPORATE NAME

The name of this corporation is PAPA'S FINE CAKES AND PASTRIES, INC.

ARTICLE II.  
INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 3627 Dupont Avenue, Unit 700, Jacksonville, Florida 32217.

ARTICLE III.  
COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on November 22, 2005.

ARTICLE IV.  
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE V.  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 4114 Herschel Street, St. Johns Professional Center, Suite 105, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at that address is James A. Nolan, P.A., a Florida corporation. The board of directors or shareholders may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator of this corporation is:

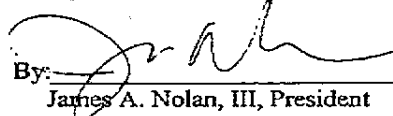
James A. Nolan, P.A., a Florida corporation  
4114 Herschel Street  
St. Johns Professional Center Suite 105  
Jacksonville, Florida 32210

**ARTICLE VII**  
**AMENDMENTS AND BYLAWS**

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator, has hereunto set his hand this 22<sup>nd</sup> day of November, 2005.

James A. Nolan, P.A., a Florida corporation  
Incorporator

By:   
James A. Nolan, III, President

H05000271346 3

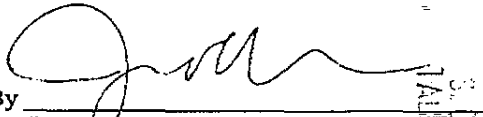
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF PAPA'S FINE CAKES AND PASTRIES, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, JAMES A. NOLAN, P.A., a Florida corporation., located at 4114 Herschel Street, Suite 105, Jacksonville, Florida, 32210, having been named as registered agent to accept service of process upon PAPA'S FINE CAKES AND PASTRIES, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 22<sup>nd</sup> day of November, 2005.

**JAMES A. NOLAN, P.A., a Florida Corporation  
Registered Agent**

By   
James A. Nolan, III, President

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