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TALLAHASSEE, FLORIDA

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LAW OFFICES
**WARCHOL, MERCHANT, ROLLINGS,
BUCKLEY & POHL, L.L.P.**

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
J. PATRICK BUCKLEY
MICHAEL A. POHL
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November 2, 2006

Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32399

Attn: Corporate Division


RE: VANMANSHOVEN'S BELGIUM WAFFLES, INC.

Dear Sirs:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$78.75.

Thank you for your cooperation in this matter.

Very truly yours,


Mark A. Horowitz

MAH/clr
Encs.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VANMANSHOVEN'S BELGIUM WAFFLES, INC.

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

The name of the corporation shall be **VANMANSHOVEN'S BELGIUM WAFFLES, INC.**

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares. All such shares shall be of a single class, designated as common with a par value of \$1.00 per share.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

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At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 1 director whose name and address is as follows:

Marie Stevenson
1705 S.E. 7th Street
Cape Coral, FL 33990

ARTICLE X

The initial registered agent of the corporation is Marie Stevenson. The street address of the corporation's initial registered office is 1705 S.E. 7th Street, Cape Coral, FL 33990.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 1705 S.E. 7th Street, Cape Coral, FL 33990.


ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Marie Stevenson, 1705 S.E. 7th Street, Cape Coral, FL 33990.

ARTICLE XIII

It is the intention of the Shareholders to unanimously consent to making the Sub S election with the Internal Revenue Service and the Shareholders will take such action to see that this is done, or caused to be done, by the corporation's CPA or accountant.

The undersigned incorporator has executed these Articles of Incorporation this 2ND day of November, 2006.


Marie Stevenson, Incorporator

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