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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**YUMMY STUFF, INC.**

Certificate of Status	1
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November 15, 2006

VIA FACSIMILE

Florida Department of State  
Division of Corporations

Re: YUMMY STUFF, INC.  
#H06000275021 3  
Articles of Incorporation -- Submitted on Nov. 14, 2006

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To Whom It May Concern:

We are the legal and authorized representative of YUMMY STUFF, LLC, a Florida limited liability company (Document #L04000041749).

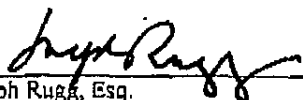
YUMMY STUFF, LLC, an active and currently in good standing limited liability company with the State of Florida, hereby consents to the filing of the Articles of Incorporation of YUMMY STUFF, INC.

YUMMY STUFF, INC. submitted its Articles of Incorporation by fax filing to the Florida Department of State on November 14, 2006 (#H06000275021 3).

We would like to retain November 14, 2006 as the original filing date.

This letter of consent is also to state the fact that YUMMY STUFF, LLC and YUMMY STUFF, INC. are owned and operated by the same parties and are not in conflict with one another.

IN WITNESS WHEREOF, this Consent is executed by the legal and authorized representative of YUMMY STUFF, LLC, this 15<sup>th</sup> day of November, 2006.

  
Joseph Rugg, Esq.  
Authorized Representative of Yummy Stuff, LLC

(TP247834;1)

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**ARTICLES OF INCORPORATION  
OF  
YUMMY STUFF, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: **YUMMY STUFF, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be 1809 Lorna Linda Street, Sarasota, Florida 34239.

**ARTICLE III**

**Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida ("FBCA"), and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

**ARTICLE IV**

**Capital Stock**

**Section 4.1. Authorized Shares.** The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 11,000,000 shares, of which 5,000,000 shares shall be voting Common Stock having a par value of \$0.001 per share ("Voting Common Stock"), 5,000,000 shares shall be nonvoting Common Stock having a par value of \$0.001 per share ("Nonvoting Common Stock") (the Voting Common Stock and the Nonvoting Common Stock shall be referred to collectively as the "Common Stock"), and 1,000,000 shares shall be voting Preferred Stock, having a par value of \$0.001 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued class or series of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

**Section 4.2. Common Stock.**

(a) **Relative Rights.** The Voting and Nonvoting Common Stock shall be subject to all of the rights, privileges, preferences, and priorities of the Preferred Stock as set forth in these Articles of Incorporation and any Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish

or reclassify a class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as, and be identical in all respects to, all of the other shares of Common Stock, except that the Voting Common Stock shall only have voting rights as set forth below.

(b) **Voting Rights.** Except as otherwise provided by the FBCA or these Articles of Incorporation, and except as may be determined by the Board of Directors with respect to the Preferred Stock, the holders of the Voting Common Stock and of the Preferred Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of the Voting Common Stock and of the Preferred Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Voting Common Stock and Preferred Stock held by such holder. Cumulative voting in the election of directors shall not be permitted. The holders of Nonvoting Common Stock shall not be entitled to vote on the election of directors or any other corporate purpose.

(c) **Dividends.** Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock, and the holders of any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) **Dissolution, Liquidation, Winding Up.** In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts, if any, to which they are entitled and shall have paid or provided for payment of all debts and liabilities of the Corporation.

## ARTICLE V

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 1700, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be American Information Services, Inc. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

## ARTICLE VI

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is Joseph Rugg, Akerman Senterfitt, 401 East Jackson Street, Suite 1700, Tampa, Florida 33602.

## ARTICLE VII

### Directors

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that this corporation shall always have at least one director. The shareholders of this corporation may remove any director from office at any time with or without cause. The name and address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be as follows:

Susan Morin

1809 Loma Linda Street  
Sarasota, Florida 34239

Joseph Contorno

1211 Gulf of Mexico Drive, #209  
Longboat Key, Florida 34228

Stephanie J. L. Gertz

1809 Loma Linda Street  
Sarasota, Florida 34239

## ARTICLE VIII

### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

## ARTICLE IX

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 14<sup>th</sup> day of November, 2006.




Joseph Rugg, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, AMERICAN INFORMATION SERVICES, INC., a Florida corporation, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 14<sup>th</sup> day of November, 2006.

AMERICAN INFORMATION SERVICES, INC., a  
Florida corporation

By:   
Print Name: Joseph Rugg  
Print Title: Vice President

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