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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Key West Key Lime Pie  
Factory, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

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☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

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2007 APR 16 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KEY WEST KEY LIME PIE FACTORY, INC.**

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is Key West Key Lime Pie Factory, Inc., and its principal place of business shall be located at 155 Key Haven Road, Key West, Florida 33040.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the distribution and sale of pies, as well as to carry on any and all incidental business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 155 Key Haven Road, Key West, Florida 33040, and the name of the initial registered agent of this corporation at that address is Scott C. Cates.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and

address of the initial directors are as follows:

| <u>Name</u>     | <u>Address</u>                         |
|-----------------|--|
| Scott C. Cates  | 155 Key Haven Road, Key West, FL 33040 |
| Joanne V. Cates | 155 Key Haven Road, Key West, FL 33040 |

#### **ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

|                 | <u>Name</u>     | <u>Address</u>                         |
|-----------------|-----------------|--|
| President/      | Scott C. Cates  | 155 Key Haven Road, Key West, FL 33040 |
| Treasurer       |                 |  |
| Vice President/ | Joanne V. Cates | 155 Key Haven Road, Key West, FL 33040 |
| Secretary       |                 |  |

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

| <u>Name</u>    | <u>Address</u>                         |
|----------------|--|
| Scott C. Cates | 155 Key Haven Road, Key West, FL 33040 |

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

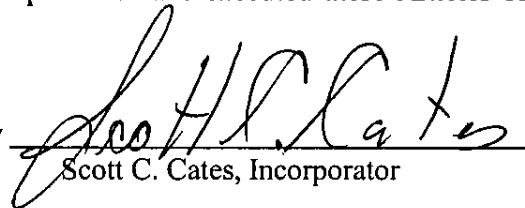
#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: April 13, 2007

By

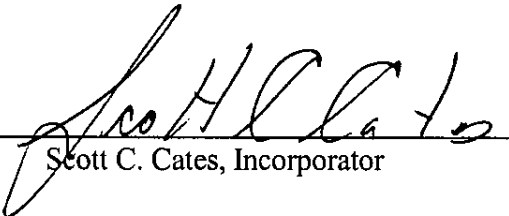
  
Scott C. Cates, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Key West Key Lime Pie Factory, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Scott C. Cates, located at 155 Key Haven Road, Key West, FL 33040, as its agent to accept service of process within Florida.

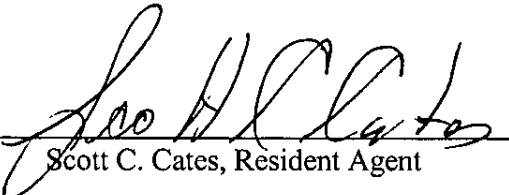
Dated: April 13, 2007.

By   
Scott C. Cates, Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 13, 2007.

By   
Scott C. Cates, Resident Agent