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gf 11/24/09

HAROLD F. PEEK, JR.

Attorney at Law



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Valparaiso, FL 32580

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November 20, 2009

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Attached is an original and copy of the Articles of Incorporation for Crumbs By Shawna, Inc., and a check in the amount of \$70.00 for the filing fee. Please send me a stamped copy for mine and my client's records. If I can assist you any further, please do not hesitate to contact me. Thank you.

Sincerely Yours,

A handwritten signature in black ink, appearing to read "Harold F. Peek, Jr.".

Harold F. Peek, Jr.

HFP/gm

Enclosures

cc: Client

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ARTICLES OF INCORPORATION

OF

CRUMBS BY SHAWNA, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation **CRUMBS BY SHAWNA, INC.**

ARTICLE II - DURATION

The duration of the corporation is for an indefinite period of time (i.e. perpetual).

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. Retail services of Catering, baking cakes, cookies, and cooking, and any and all catering services incidental thereto.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in the connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section § 1244 of the Internal Revenue Code.

**ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE & AGENT**

The initial registered agent shall be SHAWNA G. JACOBY, 103 Tuscany Drive, Destin, FL 32541. The principal office and mailing address of the Corporation shall be, 103 Tuscany Drive, Destin, FL 32541.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two(2). The name and address of each person who is to serve as a member of the Initial Board of Directors is:

| | |
|------------------|---------------------------------------|
| Shawna G. Jacoby | 103 Tuscany Drive Destin, FL 32541 |
|------------------|---------------------------------------|

| | |
|----------------|---------------------------------------|
| John C. Jacoby | 103 Tuscany Drive Destin, FL 32541 |
|----------------|---------------------------------------|

ARTICLE VII - INCORPORATORS

Name and Address of each Incorporator is:

| | |
|------------------|---------------------------------------|
| Shawna G. Jacoby | 103 Tuscany Drive Destin, FL 32541 |
|------------------|---------------------------------------|

ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for such of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others, in such a manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

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

ARTICLE XI - STOCK ISSUANCE

Share of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

| | |
|----------------|--------------------------------------|
| Shawna Jacoby | 100 Shares (Jointly with full rights |
| John C. Jacoby | of survivorship). |

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in one person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIV - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.


ARTICLE XVI - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - EFFECTIVE DATE

The effective date of this incorporation and Corporation shall be the date of filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, WE, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this 19th day of November, 2009, for the purpose of forming this Corporation to do business both within and without the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.

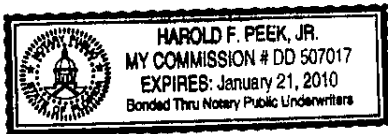

SHAWNA G. JACOBY


**STATE OF FLORIDA
COUNTY OF OKALOOSA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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BEFORE ME, the undersigned authority, personally appeared, SHAWNA G. JACOBY, whom are personally known to me, or who have produced 1/2 (personally known to me) as identification, and upon **their** oath acknowledged that **they** executed the foregoing Articles of Incorporation for the purposes set forth therein on the 19th day of November, 2009.




NOTARY PUBLIC, State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That **CRUMBS BY SHAWNA, INC.**, desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation at the City of Destin, Okaloosa County, State of Florida, has named Shawna G. Jacoby, of 103 Tuscan Drive, Destin, FL 32541, as the agent for Service of Process within the State of Florida. Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:


SHAWNA G. JACOBY