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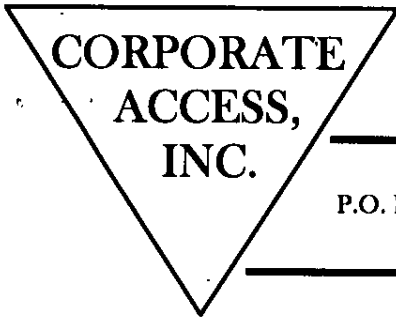
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1. BE Cookies & More, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
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(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION

OF

BE COOKIES & MORE, INC

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

BE COOKIES & MORE, INC

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ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to distribution, sales and brokerage of cookies, foods and other products..

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

BE COOKIES & MORE, INC
10407 Utopia Circle East
Boynton Beach, FL 33437

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially.

The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors is:

BOBBY D EISMAN
10407 Utopia Circle East
Boynton Beach, FL 33437

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

BOBBY D EISMAN
10407 Utopia Circle East
Boynton Beach, FL 33437

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

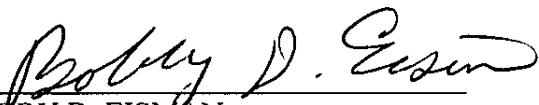
BOBBY D EISMAN
10407 Utopia Circle East
Boynton Beach, FL 33437

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 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.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this ____ day of July 2010.

I hereby accept and am familiar with the duties of being registered agent.


BOBBY D. EISMAN
Incorporator and Registered Agent

2010 JUL -8 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

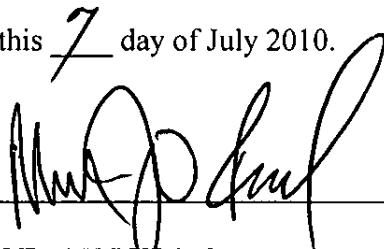
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STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared BOBBY D. EISMAN who, after being duly sworn by me on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledged that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 7 day of July 2010.


NOTARY PUBLIC

My commission expires:

