



P94000040887

ACCOUNT NO. : 072100000032

REFERENCE : 643455 6457A

AUTHORIZATION : Patricia Pijuta

COST LIMIT : \$ 43.75

ORDER DATE : March 29, 2000

ORDER TIME : 2:36 PM

ORDER NO. : 643455-005

CUSTOMER NO: 6457A

CUSTOMER: Arthur R. Louv, Esq  
Arnold Matheny & Eagan, P.a.  
P. O. Box 2967

Orlando, FL 32802-2967

Amended &  
Restated

4000003189114--2

DOMESTIC AMENDMENT FILING

NAME: CAKES ACROSS AMERICA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

00 MAR 29 PM 3:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 29 PM 3:54  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

402250, 00563, 00672

APR 13 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 30, 2000

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: CAKES ACROSS AMERICA, INC.  
Ref. Number: P94000040887

We have received your document for CAKES ACROSS AMERICA, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 900A00017546

**RESUBMIT**

Please give original  
submission date as file date

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 31 PM 4:44

RECEIVED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**CAKES ACROSS AMERICA, INC.**

Originally Incorporated Under Document Number P94000040887

RESOLVED, that Articles I through VII of the Articles of Incorporation are hereby amended to provide as follows:

**ARTICLE I**

Name, Principal Place of Business, and Duration

The name of the Corporation is Cakes Across America, Inc. The principal place of business of the Corporation is 305 Moody Boulevard, Flagler Beach, Florida 32136. The duration of the Corporation is perpetual.

**ARTICLE II**

Registered Office and Agent

The address of the registered office in the State of Florida is 305 Moody Boulevard, in the City of Flagler Beach, County of Flagler. The name of the registered agent at such address is Francine M. Greene.

**ARTICLE III**

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

FILED  
00 MAR 29 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 1,200,000 shares, par value \$0.001, consisting of 500,000 shares of Common Stock and 200,000 shares of Class A Common Stock and 500,000 shares of Preferred Stock.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock, other than Preferred Stock, are as follows:

(a) The holders of the Common Stock and Class A Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of such stock held by them .

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Class A Common Stock and Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of Preferred Stock, the holders of Class A Stock shall be entitled to receive assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Preferred Stock held by them respectively in cash or in kind equal in value to Ten Dollars (\$10.00) for each share of Class A Common Stock. The Board of Directors may distribute in kind to the holders of Class A Common Stock such assets of the Corporation or, may sell, transfer or otherwise dispose of all or any part of such assets to any other corporation, trust or other entity and receive payment therefor in cash, stock, or obligations of such other corporation trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Class A Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption

of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(d) Each holder of Common Stock and Class A Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(e) Each share of Class A Common Stock shall be convertible into one (1) shares of Common Stock (the "Conversion Ratio") at the election of the holder of such shares at any time, if at all, prior to the date of expiration of such right of conversion, which is December 31, 2010 (the "Expiration Date"). In the event that shares of Class A Common Stock are not tendered by a holder for conversion on or before the Expiration Date, the right of conversion shall expire without further action of the Corporation. Any shares of Class A Common Stock which are issued and outstanding after the Expiration Date bear no right of conversion.

(f) The right of conversion shall be exercised by a holder upon tender to the Corporation of all certificates evidencing shares of Class A Common Stock which the holder elects to convert into shares of Common Stock, duly endorsed for cancellation and conversion. Upon receipt of such certificates the Corporation shall cause such certificates to be canceled as converted and shall issue a certificate or certificates evidencing the number of shares of Common Stock to which the holder is entitled in accordance with the Conversion Ratio. All such shares of Class A Common Stock as are canceled upon conversion shall be restored to the status of authorized but unissued shares.

3. The holders of shares of Common Stock and Class A Common Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as a single class of capital stock of the Corporation. All references in these Articles of Incorporation, the Bylaws of the Corporation and the Business Corporation Act of Florida to a majority of shares issued and outstanding and entitled to vote or similar language of similar import and purpose, in context, shall mean a majority of shares of the total of both classes issued by the Corporation and outstanding and entitled to vote.

4. The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock by series or otherwise, shall be fixed and determined by the Board of Directors in accordance with the provisions of the Business Corporation Act of Florida and these Articles of Incorporation.

5. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

6. Any person, upon becoming the owner or holder of any shares of the capital stock having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that

all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

## ARTICLE V

### Incorporators

1. The names and mailing addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Francine Marie Greene	1112 Pheasant Circle Winter Springs, Florida 32708
Donald Arthur Greene	1112 Pheasant Circle Winter Springs, Florida 32708
Mary Elizabeth Storke	25 Gentle Ben Path Ormond Beach, Florida 32174

2. The power of the incorporators shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

## ARTICLE VI

### Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Francine Marie Greene	1112 Pheasant Circle Winter Springs, Florida 32708
Donald Arthur Greene	1112 Pheasant Circle Winter Springs, Florida 32708
Mary Elizabeth Storke	25 Gentle Ben Path Ormond Beach, Florida 32174

#### ARTICLE VII

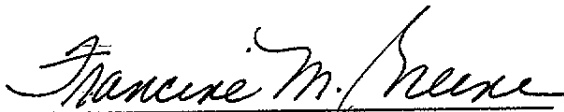
##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

These Articles of Amendment were adopted on March 28, 2000.

The undersigned President and Secretary of Cakes Across America, Inc., a Florida corporation, do hereby certify and attest that by an action by written consent in lieu of a meeting, the Board of Directors and Shareholder(s) of the Corporation unanimously voted and consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of Cakes Across America, Inc. as set forth in these Amended and Restated Articles of Incorporation.

Dated March 28, 2000

  
Francine M. Greene, President

Attest:

  
Mary E. Storke, Secretary