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**P95000058895**

Jul 16, 1995

VIA FEDERAL EXPRESS

Florida Department of State  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

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-07/27/95--01044--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: P.K.'s Gourmet Cookies, Inc.

Gentlemen:

Enclosed herewith for filing is an executed original and one copy of the Articles of Incorporation for P.K.'s Gourmet Cookies, Inc., together with a money order in the amount of \$122.50 to cover the filing fee, costs of a certified copy and registered agent designation fee. Kindly return a certified copy of the Articles to me at your earliest convenience.

Sincerely,

*Ometrias Deon Lo*  
Ometrias Deon Lo

Enclosures

FILED  
15 JUL 27 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED  
15 JUL 27 PM 4:27

ARTICLES OF INCORPORATION  
OF  
P.K.'S GOURMET COOKIES, INC.

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. - NAME OF CORPORATION

The name of the corporation shall be P.K.'S GOURMET COOKIES, INC.

ARTICLE II. - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The total number of shares which the corporation shall have authority to issue is Fifteen Thousand (15,000) shares, of which Seven Thousand Five Hundred (7,500) shares shall be preferred stock, one cent (\$0.01) par value per share, and Seven Thousand Five Hundred (7,500) shares shall be common stock, one cent (\$0.01) par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of the shares of preferred stock in series, and by an article of amendment pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares to be included in each such series and the voting powers thereof, full or limited, and to determine the

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designation preferences, limitations and relative rights of the shares of each such series and the qualifications, limitations and restrictions thereof.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the corporation in the state of Florida is 7530 Harrick Loop, Orlando, Florida 32837. The name of the initial registered agent of the corporation at such address is Kathy Dixon.

#### ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Ometrias Deon Long	Foley & Lardner 111 North Orange Ave., Ste. 1800 Orlando, FL 32801

#### ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

#### ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 7530 Harrick Loop, Orlando, Florida 32837.

#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE X - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights wherein each holder of any of the Shares of the capital stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class to be issued by reason of an increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration, and, without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities

offered for sale if they (a) are issued or optioned by the board of directors to effect a merger or consolidation or for a consideration other than cash; and (b) are part of the shares or other securities of the corporation originally authorized in its certificate of incorporation in excess of the first fifteen hundred shares which are issued, and are issued, sold or optioned within five years from the date of filing said articles of incorporation.

#### ARTICLE XI - CUMULATIVE VOTING

Subject to the rights of holders of any outstanding preferred stock, all rights to vote and all voting power should be vested in the common stock and every holder of common stock of the corporation shall be entitled at all elections of directors to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any or more of them as he may see fit, and to one vote for each share upon all other matters.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 26<sup>th</sup> day of July, 1995.



Ometrias Deon Long, Incorporator

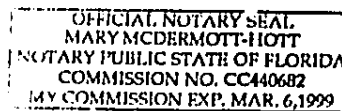
**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me by Onetrios Dion Long, who is personally known to me, this 26th day of July, 1995.

My Commission Expires: \_\_\_\_\_

Mary McDermott-Hott  
NOTARY PUBLIC - State of Florida At Large  
Printed Name: Mary McDermott-Hott



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Kathy Dixon, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Kathy Dixon  
Kathy Dixon

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