

LIBO B. FINEBERG

Attorney at Law
3500 Gateway Drive, Suite 201

Pompano Beach, FL 33069

Tel: (305) 975-6060 Fax: (305) 975-6005

March 18, 1996

Via Federal Express

Florida Department of State
Divisions of Corporations
409 Gaines Street
Tallahassee, FL 32399

100001749131
-03/19/96--01073--005
****112.50 ****112.50

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find my trust account check in the amount of
\$112.50 for filing Articles of Incorporation for the following:

JACK & JAY'S DESSERTS, INC.

Please return a certified copy of the filing via FedEx
(airbill enclosed). Thank you for your cooperation.

Very truly yours,

Libo B. Fineberg

LBF/mmc

FILED
96 MAR 18 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

378-305

ARTICLES OF INCORPORATION
OF
JACK & JAY'S DESSERTS, INC.

FILED
96 MAR 18 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be

JACK & JAY'S DESSERTS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5000 shares of common stock having \$1.00 par value per share.

ARTICLE IV ADDRESS

The principal place of business of this corporation shall be 3500 Gateway Drive, Suite 201, Pompano Beach, FL 33069, and the mailing address shall be the same.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation

managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two Directors initially. The names and addresses of the initial members of the Board of Directors are:

Jack Weinkoff	3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069
Jay Zwerdling	3500 Gateway Drive, Suite 201 Pompano Beach, Florida 33069
Toby R. Weinkoff	3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069

ARTICLE VII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jack Weinkoff, President, 3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069.

Jay Zwerdling, Vice President, Secretary and Treasurer, 3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069.

Toby R. Weinkoff, Vice President, Assistant Secretary and Assistant Treasurer, 3500 Gateway Drive, Suite 201, Pompano Beach, Florida 33069.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

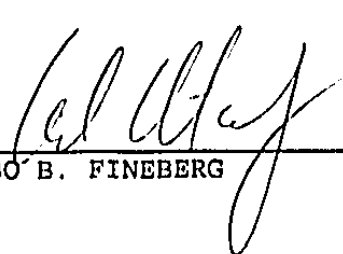
Libo B. Fineberg, Esq., 3500 Gateway Drive, Suite 201, Pompano Beach, Florida, 33069.

ARTICLE IX REGISTERED AGENT

The name and address of the initial Registered Agent and Registered Office is:

Libo B. Fineberg, Esq., 3500 Gateway Drive, Suite 201, Pompano Beach, Florida, 33069.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation on this 15 day of March, 1996.


LIBO B. FINEBERG

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Having been named as Registered Agent and to accept service of process for JACK & JAY'S DESSERTS, INC., at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.


LIBO B. FINEBERG

Date: 3-15-96

FILED
96 MAR 18 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA