

GB 4/30/96

ARTICLES OF INCORPORATION

95 MAR 23 12 37

OF

SPRINKLES, INC.

ARTICLE I- NAME: The name of this corporation SPRINKLES, INC.

ARTICLE II- DURATION: This corporation is to exist perpotually.

ARTICLE III- PURPOSE: This corporation is organized for the
purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK: The maximum initial number of shares
that this corporation is authorized to have
outstanding at any one time is 5000 shares of common
stock with no par value.

ARTICLE V- INITIAL REGISTERED AGENT: The initial registered
office of this corporation in the State of Florida
is 7420 West Country Club Blvd., Boca Raton, FL
33487 and the initial registered agent at that
office is GERALDINE ASSANTE. The Board of Directors
may move the office to any other address in Florida.

ARTICLE VI- INITIAL BOARD OF DIRECTORS: This coporation shall
have one director initially. The number of directors
may be increased from time to time by the bylaws.
The name and address of the inital directors of this
Corporation are:

JOHN ASSANTE
7420 West Country Club Blvd.
Boca Raton, FL 33487

ARTICLE VII- PRINCIPAL OFFICE: The principal office of the Corporation shall be:

7420 West Country Club Blvd.
Boca Raton, FL 33487

ARTICLE VIII- PRE-EMTIVE RIGHTS: All shareholders of the corporation shall be vested with full promptive rights.

ARTICLE IX- INCORPORATION: The name and address of the person signing these Articles is:

JOHN ASSANTE
7420 West Country Club Blvd.
Boca Raton, FL 33487

ARTICLE X- INDEMNIFICATION: The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 Day of April, 1996.

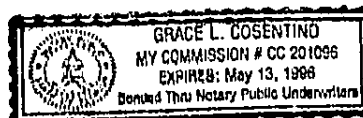

Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledge before me this 22nd day of April, 1996, by JOHN ASSANTE.

My commission expires:

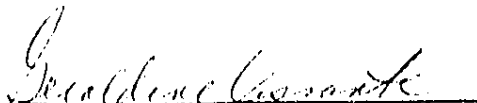

Notary Public



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.0501 FLORIDA STATUTES.

Dated this 22 day of April, 1996.


GERALDINE ASSANTE

- END -

APR 22 1996