

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*w96-9360  
PH  
5/19/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/2		
TIME	7:30		CK No. _____
BY	JJ		

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: *Swiss Vodel Baking Co./Inc* No. 52504

05 MAY 10 PM 1996

C.C. FEE. DISBURSED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<i>Photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



RECEIVED

96 MAY 10 PM 2:17

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

DIVISION OF CORPORATIONS

May 2, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: SWISS YODEL BAKING CO., INC.  
Ref. Number: W96000009360

We have received your document for SWISS YODEL BAKING CO., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 996A00021259

*Corrected,  
Thanks Pam*

ARTICLES OF INCORPORATION  
OF  
SWISS YODEL BAKING CO., INC.

**FILED**  
96 MAY 10 PM 3:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is:  
SWISS YODEL BAKING CO., INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. The manufacture, preparation, cooking and baking of all types of cookies, cakes and other bakery products. The shipping within the State of Florida and inter-state. The obtaining of all necessary licenses required by the various health departments in any State wherein such bakery products shall be sold. The advertising of such in any periodicals, magazines, signs, radio, television and faxing. The obtaining of any and all insurance that may be required.

2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property.

3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers, or corporation property, or other instruments to secure the payment of corporate indebtedness as required.

4. To purchase the corporate assets of any other

corporation and engage in the same or other character of business.

#### ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, without a par value, and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable to any further call or assessment thereon, and the holders of such shares not be liable for any further payments thereon.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

#### ARTICLE IV

The amount of capital which this corporation will begin business is Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida, is:

20425 NE 10 Place  
Miami, Florida

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America, and foreign

countries as may from time to time be authorized by the Board of Directors.

#### ARTICLE VII

The street address of the Initial Registered Agent of this corporation is:

19 W. Flagler Street  
Miami, Florida 33130

and the name of the Initial Registered Agent is ALBERT J. ZEMLOCK.

#### ARTICLE VIII

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

#### ARTICLE IX

The name and post office address of each subscriber to these Articles of Incorporation are:

MARILYN TREDWELL  
20425 N.E. 10 Place  
Miami, Florida

#### ARTICLE X

The name and post office address of the members of the first Board of Directors, the President, the Secretary and the Treasurer, who shall hold office for the first year of existence of this corporation, or until their successor is elected and has qualified are:

MARILYN TREDWELL  
20425 N.E. 10 Place  
Miami, Florida

President

GLENN TREDWELL  
3106 La Entrada Street  
Henderson, Nevada 89014

Secretary/Treasurer

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE XII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporation franchises, or any property assets to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote entitling them to exercise a majority of the voting power outstanding.

#### ARTICLE XIII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase upon the stockholders as condition precedent to the sale of other stock and such agreements shall be valid and this corporation may join as a party thereto.

#### ARTICLE XIV

1. At all meetings of the stockholders of the corporation, whether annual or specially called, a vote of a majority of all stockholders of record entitled to vote shall be required to be transacted by such stockholders.

2. At all meetings of the Board of Directors of the corporation, whether regular or specially called, a vote of a majority of all directors shall be required to transact

any business of the corporation, including but not limited to the election of officers.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set her hand and seal.

Marilyn Tredwell. (SEAL)  
MARILYN TREDWELL

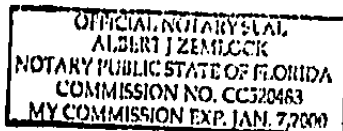
STATE OF FLORIDA )  
                              : ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day personally appeared MARILYN TREDWELL to me well known to be the person who executed the foregoing Articles of Incorporation, and she severally acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this / day of May 1996

My commission expires:

Albert J Zemlock  
NOTARY PUBLIC



FILED  
MAY 10 PM 3:41  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes,  
the following is submitted, in compliance with said Act:

First--That SWISS YODEL BAKING CO., INC.,  
desiring to organize under the laws of the State of Florida,  
with its principal office, as indicated in the Articles of  
Incorporation at City of Miami, County of Dade, State of  
Florida, has named:

ALBERT J. ZEMLOCK

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for  
the above stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to  
keeping open said office.

  
ALBERT J. ZEMLOCK  
Registered Agent