

P960000259132



THE COMPANY CORPORATION

1311 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

96 JUL 12 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 2, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001892350
-07/12/96--01055--012
*****70.00 *****70.00

RE: Planet Cookie, Inc.
P3331168PLTOE

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Planet Cookie, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Dawn M. Showell

Dawn Showell
Corporate Service Representative

enc.

*PKL
7/15/96*

ARTICLES OF INCORPORATION

OF

Planet Cookle, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Planet Cookle, Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 680 Tennis Club #104, Fort Lauderdale, FL 33311
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at \$10.00 par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Thomas Toenges 680 Tennis Club Drive #104, Fort Lauderdale, FL 33311

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation, 1313 N. Market Street.
Suite 3410, Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 1st day of July, 1996.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 1st day of July, 1996 by Kimberly Andras-SUSAN M. GRIFFIN

NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Notary Public

This document was prepared by Kimberly Andras, 1313 N. Market Street, Suite 3410, Wilmington DE 19801 (302) 575-0440

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Planet Cookie, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Fort Lauderdale, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

July 1, 1996
Date