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LAW OFFICES OF
GEORGE P. ORD, P.A.
340 ROYAL PALM WAY
SUITE 100
PALM BEACH, FLORIDA 33480

GEORGE P. ORD, ESQ.
BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE (407) 655-4060
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February 6, 1997

Department of State
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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-02/07/97-01076--016
***122.50 ***122.50

Re: GRANDMA'S GOODIES, INC.

Dear Sir/Madam:

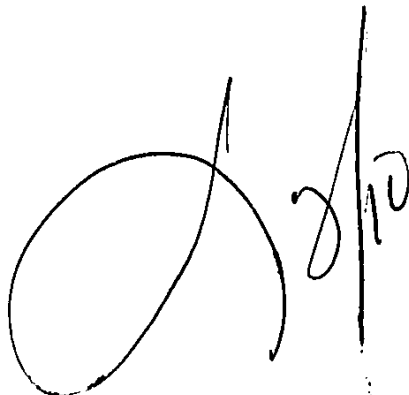
Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50. Please return a certified copy of the Articles of Incorporation to me.

Very truly yours,


George P. Ord

GPO/cg
Enclosure

FILED
97 FEB -7 AM 10:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

GRANDMA'S GOODIES, INC

ARTICLE I - NAME

The name of the corporation is:

GRANDMA'S GOODIES, INC

ARTICLE II - PRINCIPAL OFFICE

The principal office address of the corporation is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480, and the mailing address of the corporation is identical to the principal office address of the corporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 340 Royal Palm Way, Suite 100, Palm Beach, Florida and the name of its initial registered agent at that office is GEORGE P. ORD.

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SECRETARY OF STATE
PALM BEACH, FLORIDA

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the individual who is to serve as the member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Betsy Cohen	340 Royal Palm Way, Suite 100 Palm Beach, Florida 33480

ARTICLE VIII - SUBSCRIBERS

The name and address of subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
George P. Ord	340 Royal Palm Way, Suite 100 Palm Beach, Florida 33480

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - REMOVAL OF DIRECTORS

The shareholders shall have the right at any regular meeting or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of February, 1997.



GEORGE P. ORD

artinc/c/corporate

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by GEORGE P. ORD, who is personally known to me or who produced the following identification

None - personally known

Witness my hand and official seal this 6th day February, 1997.

Catherine A. Graham
Notary Public

CATHERINE A. GRAHAM
Name of Notary - Printed/Typed

My Commission expires:

(SEAL)



CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT

GRANDMA'S GOODIES, INC

Pursuant to the provisions of Section 617.0501, Florida Statutes, the following statement designating its registered office/registered agent in the State of Florida is submitted by **GRANDMA'S GOODIES, INC.**, a Florida corporation:

1. The name of the corporation is: **GRANDMA'S GOODIES, INC.**
2. The name and address of the registered agent for the corporation is:

George P. Ord, P. A.
340 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

and the address of the corporation's registered office is the same as the address of such registered agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



GEORGE P. ORD
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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