

P97 000032877

STEVEN P. RILEY

P.A.

CERTIFIED CIRCUIT COURT MEDIATOR

Date: 4-9-97

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

Re: Billy's Cookies, Inc.

200002139322--6
-04/10/97--01070--004
****122.50 ****122.50

Dear Clerk:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation and a copy, plus a check for the fee for filing same. Please send the copy and your paperwork back to us once this is filed.

If you have any questions, please do not hesitate to contact me.

Best regards,

Robin G. Powell

Robin G. Powell
Firm Administrator

/rgp
Enclosures



3333 HENDERSON BLVD. • SUITE 150 • TAMPA, FLORIDA 33609-2938
(813) 877-HELP (4357) • FAX (813) 875-2013 • EMAIL: RILEYLAW@AOL.COM

4/11/97

ARTICLES OF INCORPORATION
OF
BILLY'S COOKIES, INC.

ARTICLE I. NAME

The name of this corporation shall be Billy's Cookies, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of making and distributing cookies, engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this

corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Raven Kantor, 1212 S. Albany Ave., Tampa, FL 33606;
Bernard Kantor, 576 W. Davis Blvd., Tampa, FL 33606.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

3333 Henderson Blvd., Suite 150, Tampa, FL 33609-2938.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Steven P. Riley, Esquire.

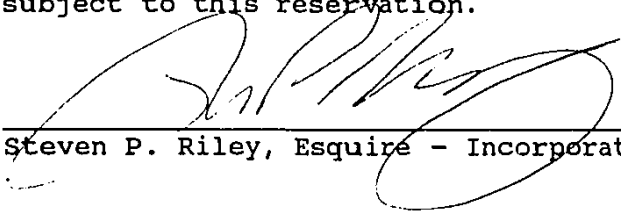
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

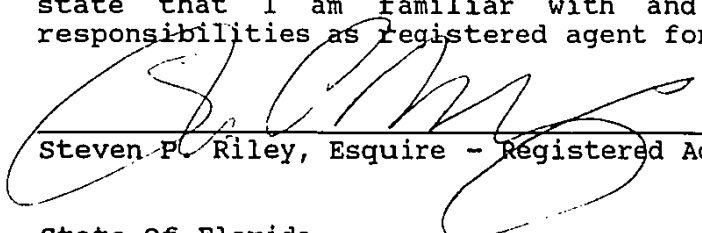
Steven P. Riley, Esquire
3333 Henderson Blvd., Suite 150, Tampa, FL 33609-2938.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

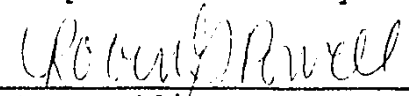

Steven P. Riley, Esquire - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Billy's Cookies, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Billy's Cookies, Inc.


Steven P. Riley, Esquire - Registered Agent

State Of Florida
County Of Hillsborough

On April 9, 1997, Steven P. Riley, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Billy's Cookies, Inc.


Notary Public



ROBIN G. POWELL
My Commission CC463502
Expires Jun. 22, 1999
Bonded by HAI
800-422-1655