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B. LESLIE SCHARFMAN

Attorney At Law
39 East 6th Street
Hialeah, Florida 33010
Tel: (305) 888-2844 Fax: (305) 883-6609

July 21, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Filings

400002246634--2
-07/24/97--01058--001
*****70.00 *****70.00

Re: Incorporation of "MICHAEL RAYMOND DESSERTS OF FLORIDA, INC."

Ladies and Gentlemen:

In connection with the referenced incorporation, I enclose the following:

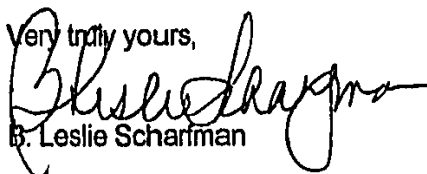
- a. Original executed Articles of Incorporation with acceptance by registered agent and copy of same; and
- b. Check payable to the Secretary of State in the amount of \$70.00 for the
 - i) Corporate Filing Fee--\$35.00; and
 - ii) Registered Agent Filing Fee--\$35.00.

Please forward to me a copy of the Articles of Incorporation showing receipt by the Department of Corporations and the Charter Number assigned to this corporation. A stamped addressed envelope is enclosed for your convenience.

Should you have any question concerning the referenced matter, please do not hesitate to contact me at 305/888-2844.

Thank you for your prompt attention to this matter.

Very truly yours,


B. Leslie Scharfman

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 24 AM 8:39

SECRET
DIVISION OF CORPORATIONS
JUL 24 AM 8:39

**ARTICLES OF INCORPORATION
MICHAEL RAYMOND DESSERTS OF FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is "MICHAEL RAYMOND DESSERTS OF FLORIDA, INC." Its place of business and mailing address is 15986 NW 49 Avenue, Miami, FL 33014.

ARTICLE II

The duration of this corporation is to be perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares, all of one class, \$1.00 per share par value.

ARTICLE V

The street address of the initial registered agent is 39 East 6th Street, Hialeah, FL 33010. The name of the corporation's registered agent at such address is B. Leslie Scharfman.

ARTICLE VI

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall number at least one.

ARTICLE VII

The initial Board of Directors is composed of one director whose name and address are:

HOWARD SCHWARTZ, 15986 NW 49 Avenue, Miami, FL 33014.

ARTICLE VIII

The name and address of the incorporator are: HOWARD SCHWARTZ, 15986 NW 49 Avenue, Miami, FL 33014.

ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

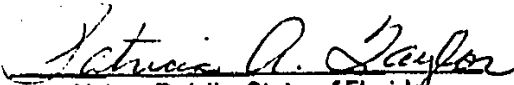
IN WITNESS WHEREOF I, Howard Schwartz being the Incorporator of this corporation, make and file these Articles of Incorporation this 6th day of July, 1997.


HOWARD SCHWARTZ, Incorporator

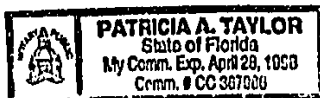
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 6th day of July, 1997, by HOWARD SCHWARTZ, Incorporator, who produced a Florida Driver's License and did take an oath, for the purposes herein expressed.


Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is : MICHAEL RAYMOND DESSERTS OF FLORIDA, INC.

2. The name and address of the registered agent and office are:

Name: B. Leslie Scharfman, Esq.

Address: 39 East 6th Street, Hialeah, FL 33010

SIGNATURE: 
TITLE: Registered Agent
DATE: July 15, 1997

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.

SIGNATURE 

FILED
STATE
DIVISION OF CORPORATIONS
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