

P97000079930

Transmittal Letter

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 AM 9:35

SUBJECT: Cathy's Cookies, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for filing fee and certificate. Please return the copy to me with the filing date stamped on it.

FROM: Emerita C. Wilder
283 Corry Village #4
Gainesville, FL 32603
(352) 846-5993

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-09/15/97--01145--003
*****78.75 *****78.75

2
A. BROWN SEP 16 1997

Articles of Incorporation

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DIVISION OF CORPORATIONS
97 SEP 15 AM 9:35

1. The name of the corporation shall be:

Cathy's Cookies, Inc.

2. The principle place of business and mailing address of the corporation is:

283 Corry Village #4, Gainesville, FL, 32603

3. The corporation shall have the authority to issue 10,000 shares of stock.

4. The registered agent of the corporation is Emerita C. Wilder and the registered street address is 283 Corry Village #4, Gainesville, FL, 32603.

5. The initial Board of Directors shall have 2 members, whose names and addresses are as follows:

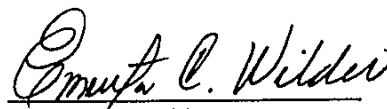
Emerita C. Wilder
283 Corry Village #4
Gainesville, FL 32603

Steven K. Wilder
283 Corry Village #4
Gainesville, FL 32603

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Emerita C. Wilder whose street address is 283 Corry Village #4, Gainesville, FL, 32603.

Dated 9/12/97


Emerita C. Wilder, Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated 9/12/97


Emerita C. Wilder, Registered Agent

P97000079931

Charlotte R. Wall
686 Brisbane Street NE
Palm Bay, FL 32907
(407) 768-7648

FILED
91 SEP 15 AM 10:01
TALLAHASSEE, FLORIDA

September 12, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/15/97--01116--018
****122.50 ****122.50

RE: CRW, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of each of the Articles of Incorporation with regard to the above-referenced business. Also enclosed is check #2023 in the amount of \$122.50. Please return the filed Articles via the enclosed envelop provided for your convenience.

Should you have any questions, please do not hesitate to contact me. Thank you in advance for your cooperation in this matter.

Very truly yours,

Charlotte R. Wall

Charlotte R. Wall

Enclosures: As stated
CRW:ecw

F. O'NEILL SEP 16 1997

ARTICLES OF INCORPORATION
OF
CRW, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of an corporation in accordance with the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is CRW, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. - ADDRESS

The initial address of the principal office of this corporation is: 686 Brisbane Street, N.E., Palm Bay, Florida 32907.

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97 SEP 15 AM 10:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE VII. - REGISTERED AGENT

The initial registered agent of this corporation is Walter A. Wall, and the initial registered office 686 Brisbane Street, N.E., Palm Bay, Florida 32907.

ARTICLE VIII. - DIRECTORS

This corporation shall have two (2) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX. - INITIAL DIRECTOR

The name and address of the member of the Board of Directors is:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Charlotte R. Wall	Pres./Sec.	686 Brisbane Street NE Palm Bay, Florida 32907
Walter A. Wall	V.Pres/Tres.	686 Brisbane Street NE Palm Bay, Florida 32907

ARTICLE X. - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Charlotte R. Wall	686 Brisbane Street, NE Palm Bay, FL 32907	100
Walter A. Wall	686 Brisbane Street NE Palm Bay, Florida 32907	100

Said subscriber allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

ARTICLE XI. - AMENDMENT

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 the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII - LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice hereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII. - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 12 day of Sept., 1997.

Charlotte R. Wall
CHARLOTTE R. WALL - Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities, as Registered Agent for said corporation.

Walter A. Wall
WALTER A. WALL - Registered Agent

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97 SEP 15 AM 10:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared CHARLOTTE R. WALL and WALTER A. WALL, to me known to be the person described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.

Joyce Ann Northrup
NOTARY PUBLIC

My commission Expires:



Joyce Ann Northrup
MY COMMISSION # CC878401 EXPIRES
August 12, 2000
BONDED THRU TROY PAIR INSURANCE, INC.