

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 17 PM 12:39

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Forrester Cake Company,
INC.

Art of Inc. **FILED 102322757--5**
LTD Partnership **FILED 10/17/97 01006--010**
Foreign Corp. File **FILED 10/17/97 01006--010**
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier

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97 OCT 17 AM 9:50
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RP
10-17-97

Signature

Requested by

Name

Walk-In

10/17

Date

Will Pick Up

9:20

Time

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
FORESTER CAKE COMPANY, INC.

97 OCT 17 PM 12:39

I, the undersigned Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **FORESTER CAKE COMPANY, INC.** (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at c/o **DAVID S. BOWMAN, P.A., Barnett Bank Plaza, One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301** and its Registered Agent is **DAVID S. BOWMAN, ESQUIRE**, at that address.

ARTICLE V. DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-Laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be one (1).

ARTICLES VI. EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these **ARTICLES OF INCORPORATION** is **David S. Bowman, Esquire, Barnett Bank Plaza, One East Broward**

Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be set forth in the By-Laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

ARTICLE XI. 1244 STOCK PLAN

This Corporation shall perform all actions necessary to adopt a 1244 Stock Plan as to the common capital stock of the Corporation.

ARTICLE XII. SUB-CHAPTER S

This Corporation shall perform all actions necessary to adopt Sub-Chapter S status under the Federal Tax Laws.

A handwritten signature in dark ink, appearing to read "David S. Bowman", is written over a horizontal line.

David S. Bowman
Incorporator

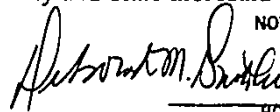
STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

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I **HEREBY CERTIFY** that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared **David S. Bowman**, (✓) personally known to me or (____) produced his _____ as identification, to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 16th day of October, 1997.



NOTARY PUBLIC - STATE OF FLORIDA
DEBORAH M. GUNTHER
COMMISSION # CC650915
EXPIRES 5/27/2001
BONDED THRU ASA 1-888-NOTARY

Notary Public
State of Florida at large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
DEBORAH M. GUNTHER
COMMISSION # CC650915
EXPIRES 5/27/2001
BONDED THRU ASA 1-888-NOTARY

Deborah M Gunther
Print name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

FORESTER CAKE COMPANY, INC. elects to organize under the laws of the State of Florida with its principal office located at c/o **David S. Bowman, P.A., Barnett Bank Plaza, One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301** and has named **David S. Bowman, Esquire, c/o David S. Bowman, P.A., Barnett Bank Plaza, One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for **FORESTER CAKE COMPANY, INC.** at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



David S. Bowman
Registered Agent