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December 2, 1997

Corporate Records Bureau Division of Corporations Department of State 409 E. Gaines Street Tallahassee, FL 32399

RE: VILLAGE GINGERBREAD HOUSE, INC.

Ladies and Gentlemen:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order in payment of the following items:

EFFECTIVE DATE

| 1. | Filing | \$ 35.00 |
|----|-------------------------------------------------|-----------------|
| 2. | Certified copy of the Articles of Incorporation | \$ 52.50 |
| 3. | Registered Agent Designation | <u>\$ 35.00</u> |
| | TOTAL | \$122.50 |

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance.

Sincerely,

David M. Presnick

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Enclosures

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Article 1 Name

The name of the corporation is VILLAGE GINGERBREAD HOUSE, INC.

Article 2 Duration

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3 General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4 Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

Article 5 Principal Office and Registered Agent

The street address of the principal office of the corporation is 404-D Brevard Avenue, Cocoa, Florida 32922. The name of the initial registered agent of the corporation at that address is Christine Brooks.

Article 6 Directors

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as members thereof are as follows:

NAME

STREET ADDRESS

| Christine Brooks |
|-------------------|
| Marilyn J. France |
| Lee K. Hartung |

404-D Brevard Avenue, Cocoa, Florida 32922 404-D Brevard Avenue, Cocoa, Florida 32922

404-D Brevard Avenue, Cocoa, Florida 32922

The number of directors may be changed from time to time by the bylaws.

Article 7 Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

NAME

STREET ADDRESS

Christine Brooks

404-D Brevard Avenue, Cocoa, Florida 32922

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this day of December, 1997.

Christine Brooks

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this day of December, 1997, by Christine Brooks, who is personally known to me, and who did not take an oath.

PATRICIA A. FLEMING
MY COMMISSION # CC 558908
EXPIRES: June 9, 2000
Bonded Thru Notary Public Underwriters

NOTARY PUBLIC

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, *Florida Statutes*, **VILLAGE GINGERBREAD HOUSE**, **INC.** hereby designates Christine Brooks and 404-D Brevard Avenue, Cocoa, Florida 32922, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

VILLAGE GINGERBREAD HOUSE, INC.

Christina Prople

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of VILLAGE GINGERBREAD HOUSE, INC. for service of process within the State of Florida.

Christina Brooks

