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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: AUNTIE B'S OLDE TYME FUDGE FACTORY & COOKIE AUDIT
NUMBER.....H98000003399 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2 CERT. COPIES.....0
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 19 1998

**ARTICLES OF INCORPORATION
OF
AUNTIE E'S OLDE TYME FUDGE
FACTORY & COOKIE CO.
(A Corporation for Profit)**

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

AUNTIE E'S OLDE TYME FUDGE FACTORY & COOKIE CO.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal office, if known, or the mailing address of the corporation is:

12037 106th Ave. N.
Largo, FL 33778

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is:

Alastair O'Donnell
12037 106th Ave. N.
Largo, FL 33778

ARTICLE VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Alastair O'Donnell
Lisa A. O'Donnell
12037 106th Ave. N.
Largo, FL 33778

Kent W. Davis
The Legal Center
6572 Seminole Blvd., Ste. 9
Seminole, FL 33772
(813) 393-8822
Bar #018362

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ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The corporation shall not have more than 35 shareholders not shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 18th day of February, 1998.

Alastair O'Donnell
ALASTAIR O'DONNELL Incorporator

Lisa A. O'Donnell
LISA A. O'DONNELL Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of February, 1998, by Alastair O'Donnell and Lisa A. O'Donnell who is/are personally known to me or who has/have produced _____ as identification.



KENT W. DAVIS
Notary Public, State of Florida
My Comm. Expires May 10, 1999
No. CC071488

Kent W. Davis
Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for AUNTIE E'S OLDE TYME FUDGE FACTORY
& COOKIE CO.
at the place designed in the foregoing Articles, namely 12037 106th Ave. N., Largo,
FL 33778

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 18th day of February, 1998

Alastair O'Donnell
Registered Agent
ALASTAIR O'DONNELL

#98000003379