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JOSEPH W. THOMAS II
ATTORNEY AT LAW

135 N. MAGNOLIA AVENUE
ORLANDO, FLORIDA 32801
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

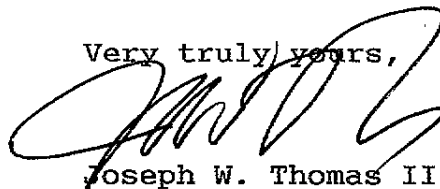
March 18, 1998

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

Dear Sir/Madam:

Please file the enclosed Articles with the Clerk. Enclosed is our check in the amount of \$70.00 for filing fees.

Very truly yours,



Joseph W. Thomas II

JWT/pt
enclosures

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRECIOUS MEMORIES CAKE DECORATING, INC.

The undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Precious Memories Cake Decorating, Inc.

ARTICLE II

The general nature of the business to be transacted by said corporation shall be and is as follows:

To provide cake decorating services.

To purchase, lease, hire or otherwise acquire, to hold, own, maintain, improve, alter and sell, convey, mortgage or otherwise dispose of real estate and personal property, and any interest therein, in or out of this state and in any state in the United States or any foreign country.

To purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor its stock, bonds, or other obligations.

To buy, sell, or otherwise acquire, hold, own, use, manage, improve, maintain, develop, sell, rent, mortgage, transfer or exchange real estate to trade in and deal with real property, improved or unimproved, in the State of Florida and elsewhere.

To rent, maintain and construct in whole or in part, houses and buildings; alter, repair and improve houses and buildings.

To purchase, acquire, hold, transfer and dispose of stocks, bonds, and mortgages, notes or other evidence of indebtedness of any person or corporation, and to issue, execute and deliver in exchange therefor its stock, bonds or mortgages, notes and other obligations, and to do all such other things conducive to the objects herein set forth.

To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be, and is, the sum of One Hundred and no/100 (\$100.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal office of this corporation shall be and is located at 230 Twelve League Circle, Casselberry, Florida 32707, with the privilege of having branch offices at other places.

ARTICLE VII

The number of directors of this corporation shall be two (2).

ARTICLE VIII

The name and post office address of the first Board of Directors who are subject to the provisions of this Certificate of Incorporation, the By-laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year elected and have qualified, is as follows:

Mary Paulette Thomas
230 Twelve League Circle
Casselberry, FL 32707

Joseph W. Thomas II
230 Twelve League Circle
Casselberry, FL 31707

ARTICLE IX

The name and post office address of each subscriber of this Certificate of Incorporation, and a statement of the number of shares of stock which he or she agrees to take is as follows:

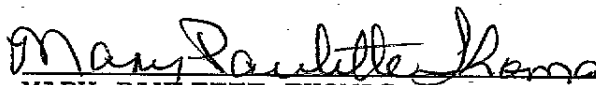
Mary Paulette Thomas	50 shares
Joseph W. Thomas II	50 shares

ARTICLE X

The officers of this corporation shall be a president, a vice-president, secretary and treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

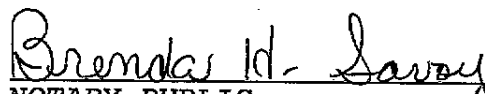
IN WITNESS WHEREOF, the undersigned subscribing incorporator, have hereunto set my hand and seal this 18th day of March, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation, and certify that the facts herein stated are true.


MARY PAULETTE THOMAS (SEAL)

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me this day personally appeared Mary Paulette Thomas, to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of March, 1998.


NOTARY PUBLIC

My Commission Expires: January 31, 1999



BRENDA H SAVOY
My Commission CC438135
Expires Jan 31, 1999
Bonded by HAI
800-422-1565

FILED

DESIGNATION OF REGISTERED AGENT

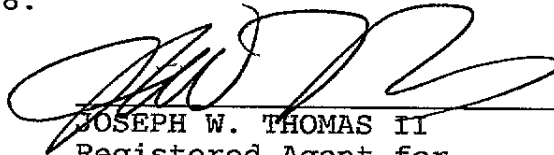
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

The undersigned, having been designated as Agent for the service of process within the State of Florida, upon PRECIOUS MEMORIES CAKE DECORATING, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment of such Agent for the above-named corporation. The location of the office of said Agent is JOSEPH W. THOMAS II.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereunto affixed at Seminole County, Florida, this 12 day of MARCH, 1998.



JOSEPH W. THOMAS II
Registered Agent for
Precious Memories Cakes, Inc..
Joseph W. Thomas II, P.A.
135 North Magnolia Ave.
Orlando, FL 32801