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Gabe Panepinto, E.A., CFP

*Enrolled To Practice Before the IRS*

3901 Appletree Drive

Valrico, FL 33594

(813) 661-1040

Fax (813) 661-1040

May 14, 1998

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

**EFFECTIVE DATE**  
6-10-98

200002559412--6  
-06/15/98-01041-012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Sweet Memories Unlimited, Inc.

Gentlemen:

Enclosed, is an original and one copy of the articles of incorporation for the above referenced company. Also, enclosed is our check for one hundred twenty two dollars and fifty cents (\$122.50) to cover the various filing fees.

Please return a certified copy of the articles to my office at 3901 Appletree Drive, Valrico, FL 33594.

Please call me if you have any questions regarding this filing at (813) 661-1040.

Sincerely,

  
Gabe Panepinto

enclosures

**FILED**  
98 JUN 15 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BUSINESS MANAGEMENT, TAX AND FINANCIAL PLANNING SERVICES  
FOR SMALL BUSINESSES, PROFESSIONALS, AND INDIVIDUALS



**ARTICLES OF INCORPORATION**

OF

Sweet Memories Unlimited, Inc.

FILED  
JUN 15 PM 2:41  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
6-10-98

**ARTICLE I**

**NAME**

The name of this corporation is, Sweet Memories Unlimited, Inc. and its place of business is 608 N. Parsons Ave., Brandon, FL 33510

**ARTICLE II**

**DURATION: EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of one dollar (1.00) par value common stock.

***ARTICLE V***

***REGISTERED OFFICE AND REGISTERED AGENT***

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Curtis Rogers  
608 N. Parsons Ave.  
Brandon, FL 33511

***ARTICLE VI***

***INITIAL BOARD OF DIRECTORS***

This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director(s) of this corporation is(are):

Curtis Rogers  
2934 Stearns Road  
Valrico, FL 33594

Christel Rogers  
2934 Stearns Road  
Valrico, FL 33594

***ARTICLE VII***

***INCORPORATOR***

The name and address of the person signing these Articles of Incorporation is:

Curtis Rogers  
2934 Stearns Road  
Valrico, FL 33594

## ***ARTICLE VIII***

### ***AMENDMENT***

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ***ARTICLE IX***

### ***BYLAWS***

The initial Bylaws shall be adopted by the Board of Directors. The power to Alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of directors, subject to repeal or change by action of the shareholders.

## ***ARTICLE X***

### ***INFORMAL SHAREHOLDER ACTION***

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

## ***ARTICLE XI***

### ***PREEMPTIVE RIGHTS***

Each shareholder of this corporation shall have the first right to purchase shares ( and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. this right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ***ARTICLE XII***

### ***INDEMNIFICATION***

The corporation shall indemnify any officer or director, or any former officer director, to the full extent permitted by law.

## ***ARTICLE XIII***

### ***CUMULATIVE VOTING***

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

## ***ARTICLE XIV***

### ***LONG - TERM EMPLOYMENT CONTRACT***

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter of Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this  
10th day of June, 1998.

[Signature]  
INCORPORATOR

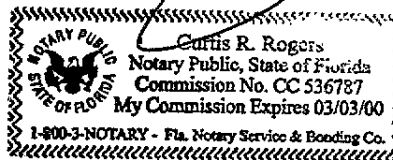
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Article of Incorporation were sworn to and acknowledged before me this  
10th day of June, 1998, by Curtis Rogers  
[Signature], who is personally known to me or who has produced  
[Signature] as identification and who did (did not) take an oath.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGMENT

I here by accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statute 607.325.

  
Curtis Rogers  
Registered Agent

**FILED**

98 JUN 15 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA