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LAW OFFICES

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September 11, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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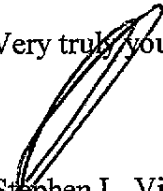
Re: Articles of Incorporation Cake Boutique and More, Inc.

Dear Sir/Madam:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Cake Boutique and More, Inc. along with a check in the amount of \$131.50. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Stephen L. Vinson, Jr.

SLV/ip
Enclosures

ARTICLES OF INCORPORATION

OF

CAKE BOUTIQUE & MORE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Cake Boutique & More, Inc.. and its address is P.O. BOX 522144, Miami, Florida 33152-2144.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 and the name of its initial registered agent at such address is Stephen L. Vinson, Jr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The name and address of the person who is to serve as the member of the initial board of directors are:

Alice K. Salvador
P.O. BOX 522144
Miami, Florida 33152-2144

and

Margaret R. Sanchez
P.O. BOX 522144
Miami, Florida 33152-2144

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Stephen L. Vinson, Jr.
1200 Brickell Avenue
Suite 1680
Miami, Florida 33131


ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the

corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 10th day of September, 1998.

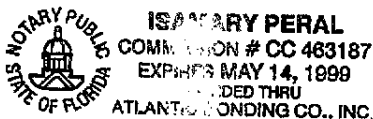


Stephen L. Vinson, Jr., Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME appeared Stephen L. Vinson, Jr. to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
this 10th day of September, 1998.



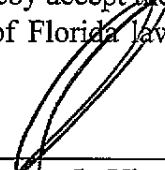


NOTARY PUBLIC

My commission expires:

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Stephen L. Vinson, Jr.
Registered Agent