

9900000000 1376

TRANSMITTAL LETTER

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

SUBJECT: RUTH-ANN'S Heavenly Fudge, Inc.
(Proposed corporate name - must include suffix)

700002729407--6
-01/04/99--01106--011
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ANNIE MANTZ
Name (printed or typed)

9481 SILVERTHORNE DR
Address

LAKE PARK, FL 33403
City, State & Zip

561-776-1144
Daytime Telephone number

99 JAN -4 PH 2:27
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RUTH-ANN'S Heavenly Fudge, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9481 SILVERTHORNE DR.
LAKE PARK, FL 33403

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TALLAHASSEE FLORIDA

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ANNIE MANTZ
9481 SILVERTHORNE DR.
LAKE PARK, FL 33403

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ANNIE MANTZ

9481 SILVERTHORNE DR.
LAKE PARK, FL 33403

DOLORES NABAN

9483 SILVERTHORNE DR.
LAKE PARK, FL 33403

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

28 day of DECEMBER, 19 98.

Annie Mantz
Signature

Dolores Naban
Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RUTH-ANN'S HEAVENLY FUDGE, INC.

2. The name and address of the registered agent and office is:

ANNIE MANTZ
(NAME)
9481 SILVERTHORNE DR.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
LAKE PARK, FL 33403
(CITY/STATE/ZIP)

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Annie Mantz
(SIGNATURE)

12-28-98
(DATE)