

**Dade County Bar Association Legal Aid Society
Small Business Development Unit**

123 N.W. First Avenue, Miami, Florida 33128

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P99 000052360

Executive Director Sharon L. Langer
Project Coordinator & Directing Attorney Russell Jacobs

June 2, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

400002896894--5
-06/07/99--01127--003
*****78.75 *****78.75

Re: Articles of Incorporation To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a check for filing fees for the following:

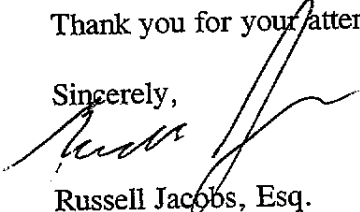
No	Company Name	CK /MO#	Amount
1.	CAKES & THINGS, Inc.	191147633	\$ 78.75
2.			

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to:

Russell Jacobs, Esq.
Legal Aid of Dade County
123 N.W. 1st Avenue
Miami, FL 33128

Thank you for your attention to this matter.

Sincerely,


Russell Jacobs, Esq.
Encls.

FILED
99 JUN -7 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CJB
6-16-99
5

ARTICLES OF INCORPORATION
OF
CAKES & THINGS, INC.
A FLORIDA FOR-PROFIT CORPORATION

FILED
99 JUN -7 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as amended, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the Corporation shall be: CAKES & THINGS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 2451 N.W. 180th Terrace, Opa Locka, Florida 33056.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The Corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s), upon such terms, and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 2451 N.W. 180th Terrace, Opa Locka, Florida 33056, and Hyglive Harvey is the registered agent of the Corporation at that address.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment to the bylaws. The following persons shall constitute the initial Board of Directors:

HILRETH HARVEY
2451 N.W. 180th Terrace
Opa Locka, FL 33056

HYGLIVE HARVEY
2451 N.W. 180th Terrace
Opa Locka, FL 33056

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: PRE-INCORPORATION LIABILITY

As of the effective date of the Corporation, the Corporation absolves the incorporator of all

personal liability, and the Corporation accepts responsibility for any and all pre-incorporation matters.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

HYGLIVE HARVEY
2451 N.W. 180th Terrace
Opa Locka, FL 33056

IN WITNESS WHEREOF, I, HYGLIVE HARVEY, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on this 2nd day of June, 1999, and acknowledged the same to be my act.


HYGLIVE HARVEY

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

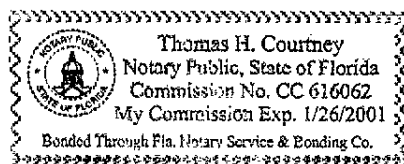
The foregoing instrument was sworn to before me this 2nd day of June, 1999, by HYGLIVE HARVEY, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT:

STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

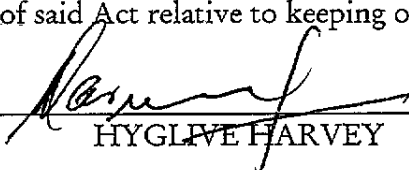
First-That CAKES & THINGS, INC., desiring to organize under the laws of the State of Florida with its principal office at 2451 N.W. 180th Terrace, as indicated in the Articles of Incorporation at City of Opa Locka, County of MIAMI-DADE, State of FLORIDA, has named HYGLIVE HARVEY, located at 2451 N.W. 180th Terrace, in the City of Opa Locka, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____


HYGLIVE HARVEY

DATED: June 2, 1999

FILED
99 JUN - 7 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA