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June 11, 1998

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

Re: Application for Articles of Incorporation of:
BARLAND'S Old Fashioned Desserts Emporium, Inc.

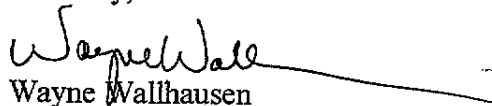
Gentlemen:

Enclosed please find tow copies of the application for issuance of Articles of Incorporation for the above referenced corporation. Please file the same as appropriate. Also enclosed is my check for \$70.00 for the cost of incorporation and the Agent for Service fee.

Thank you for your consideration in this matter.

If there are any question, please do not hesitate to call.

Sincerely,


Wayne Wallhausen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Member:
Florida State Bar
State Bar of Georgia

6/15/99


**ARTICLES OF INCORPORATION
OF
BARLAND'S Old Fashioned Desserts Emporium, Inc.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**Article I
Name**

The Name of the corporation shall be:

BARLAND'S Old Fashioned Desserts Emporium, Inc.

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

4174 Inverrary Dr.
Suite 1009
Lauderhill, FL 33319

**Article II
Nature of Business**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United State, the State of Florida or any other state, country, territory or nation.

**Article III
Capital Stock**

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock at a \$0.001 par value.

**Article IV
Registered Agent**

The initial registered office of the corporation shall be:

4174 Inverrary Dr.
Suite 1009
Lauderhill, FL 33319

and the name of the initial registered agent at said address shall be:

E. Wayne Wallhausen, Esq.

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Article V
Term of Existence

This corporation shall have perpetual existence.

Article VI
Preemptive Rights

Shareholders of the corporation shall not have preemptive rights.

Article VII
Special Provisions

The stock of this corporation shall qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder by specific action of the Board of Directors. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance if so directed by the Board of Directors.

Article VIII
Election of Subchapter S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

Article IX
Officers and Directors

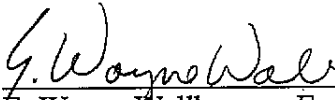
The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

Article X
Incorporator

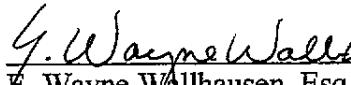
The name and address of the incorporator to these Articles of Incorporation is:

E. Wayne Wallhausen, Esq.
4174 Inverrary Dr.
Suite 1009
Lauderhill, FL 33319

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 11 day of June, 1999.


E. Wayne Wallhausen, Esq.
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE
ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION
607.0505, FLORIDA STATUTES.


E. Wayne Wallhausen, Esq.
Agent for Service

E. Wayne Wallhausen, Esq.
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