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02 JUL 25 PM 2:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requester's Name

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Address

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JOHN D. SIEGEL  
404 MURILLO  
NOKOMIS, FL 34275

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-07/25/02--01021--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
PRETZELS GALORE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is PRETZELS GALORE, INC.

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000,000 shares of common stock. Such

Prepared by:  
Jan Michael Morris, Esq.  
Post Office Box 276153  
Boca Raton, Fl 33427  
Fla. Bar No: 0651291

shares shall be of single class and shall have a par value of \$0.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE FIVE- LOCATION & REGISTERED AGENT**

The street address of the initial principal office of the corporation is 404 MURILLO, NOKOMIS, FL 34275 The Registered Agent shall be JOHN D. SIEGEL , whose address is 404 MURILLO, NOKOMIS, FL 34275.

**ARTICLE SIX - INITIAL BOARD OF DIRECTORS**

The Board of Directors shall be empowered with all the rights and obligations conferred upon them under Florida Law and/or the Bylaws of the Corporation.

The number of directors constituting the initial Board of Directors shall be no less than one (1) and no more than five (5), unless specifically amended by 2/3's majority vote of the shareholders of all outstanding stock. The initial directors of the corporation shall be :

JOHN D. SIEGEL  
404 MURILLO  
NOKOMIS, FL 34275

JOE SIEGEL  
404 MURILLO  
NOKOMIS, FL 34275

**ARTICLE SEVEN - INCORPORATORS**

The name and address of each incorporator is as follows:

JOHN D. SIEGEL                      404 MURILLO, NOKOMIS, FL 34275

**ARTICLE EIGHT - INITIAL OFFICERS**

The Officers shall be empowered with all the rights and obligations conferred upon them under Florida Law and/or the Bylaws of the Corporation.

The initial officers of the corporation shall be

JOHN D. SIEGEL                      PRES., SEC.  
404 MURILLO  
NOKOMIS, FL 34275

JOE SIEGEL                      V. PRES., TREAS.  
404 MURILLO  
NOKOMIS, FL 34275

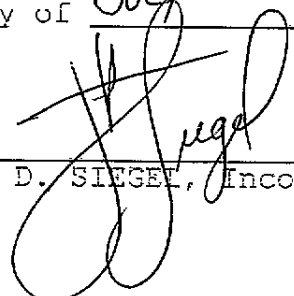
**ARTICLE NINE - INDEMNIFICATION**

The corporation shall indemnify and hold its officers, directors and incorporators harmless from any and all claims, (including attorney's fees) including, but not limited to, any claim for negligent or intentional acts.

**ARTICLE TEN - AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned has signed these Articles  
of Incorporation on this 17<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
JOHN D. SIEGEL, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of JACKSONVILLE, County of DUVAL, and the State of Florida, has named, JOHN SIEGEL, 404 MURILLO NOKOMIS, FL 34275, as its agent to accept service of process within its State.

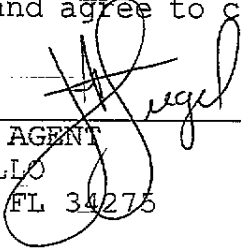
  
\_\_\_\_\_  
INCORPORATOR

DATED: \_\_\_\_\_

7-17-02

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
RESIDENT AGENT  
404 MURILLO  
NOKOMIS, FL 34275

DATED: \_\_\_\_\_

7-17-02

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