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WILLIAM J. RITCHIE

Attorney and Counselor at Law

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Mary Esther, Florida 32569

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December 29, 1999

BY FEDERAL EXPRESS

Florida Department of State

Division of Corporations

409 E. Gaines Street

Tallahassee, Florida 32399

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-12/30/99--01068--003

****122.50 *****78.75

In Re: P & M Café and Bakery, Inc.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation of the above-referenced corporation, along with this firm's check in the amount of \$122.50 to cover filing fees. Please forward a certified copy of the articles to the above address.

Sincerely,

Deborah E. Eller

Deborah E. Eller, ALS

Assistant to William J. Ritchie

:de

Enclosures

FILED
99 DEC 30 AM 9:33
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-29-99

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ARTICLES OF INCORPORATION

OF

P & M CAFÉ AND BAKERY, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is P & M Café and Bakery, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 109 Aqua Drive, Crestview, Florida 32536.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one-thousand (1,000) shares at \$15.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is William J. Ritchie; William J. Ritchie, P.A.; 151 Mary Esther Blvd., Suite 507; Mary Esther, Florida 32569.

FILED
99 DEC 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-29-99

ARTICLE V

INCORPORATORS

The name and address of the persons signing these articles is as follows:

Michael A. Huefner
109 Aqua Drive
Crestview, Florida 32536

Petra Huefner
109 Aqua Drive
Crestview, Florida 32536

ARTICLE VI

DURATION

This corporation shall exist perpetually commencing on the date of execution of these articles.
Preferences, Limitation and relative Rights of Shares of Capital Stock

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII

CORPORATE PURPOSE

This corporation is organized for the purpose of a restaurant and bakery and for transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock to this corporation of the same kind, class, or service as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Michael A. Huefner
109 Aqua Drive
Crestview, Florida 32536

Petra Huefner
109 Aqua Drive
Crestview, Florida 32536

ARTICLE X

INITIAL OFFICERS

The initial officers who shall serve until successors are duly elected by a majority vote of the directors are as follows:

President - Michael A. Huefner
Vice President - Petra Huefner
Secretary - Michael A. Huefner
Treasurer - Petra Huefner

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock shall be issued initially to the following persons:

Michael A. Huefner - Fifty percent (50%), representing 500 shares
Petra Huefner - Fifty percent (50%), representing 500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII

CUMULATIVE VOTING

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV

CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by a majority of the outstanding shares.

ARTICLE XV

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XVI

SHAREHOLDERS MEETING REQUIRED

The Shareholders of this corporation may take action by written consent as provided by law.

ARTICLE XVII

MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the directors of this corporation.

ARTICLE XVIII

DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting in the matter to be voted upon, the affirmative vote of a majority of the remaining directors shall be the act of the Board of Directors.

ARTICLE XIX

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XX

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XXI

INDEMNIFICATION

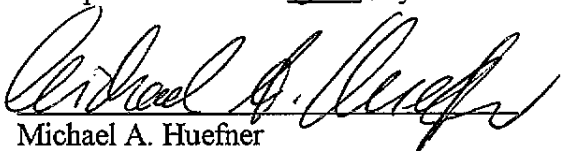
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

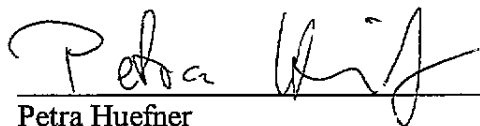
ARTICLE XXII

AMENDMENT

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

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this 29th day of December, 1999.

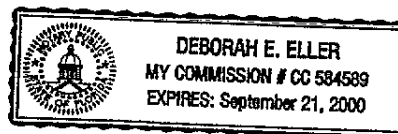

Michael A. Huefner


Petra Huefner

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me by MICHAEL A. HUEFNER this 29th day of December, 1999.

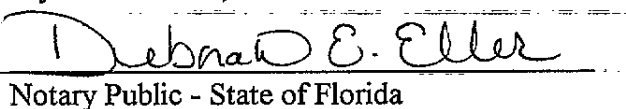

Notary Public - State of Florida



Personally Known: ☒ OR Produced Identification: _____
Type of Identification Produced: _____

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me by PETRA HUEFNER this 29th day of December, 1999.


Notary Public - State of Florida



Personally Known: ☒ OR Produced Identification: _____
Type of Identification Produced: _____

ACKNOWLEDGMENT BY DESIGNATED AGENT

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 agree to comply with the provisions of Chapter 48.01, Florida Statutes, relative to keeping said office open.



William J. Ritchie
Florida Bar No. 0844667
WILLIAM J. RITCHIE, P.A.
151 Mary Esther Blvd., Suite 507
Mary Esther, Florida 32569
(850) 664-0954

FILED
99 DEC 30 AM 9:34
CLERK OF STATE
TALLAHASSEE, FLORIDA