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Florida Department of State
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CLIENT NO. 125022

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To:

Division of Corporations
Fax Number : (850) 922-4001

From: GAIL S. ANDRE'

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, MAY 16, 2000, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

FLORIDA PROFIT CORPORATION OR P.A.

SARASOTA PRETZELS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02 <u>3</u>
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ARTICLES OF INCORPORATION
OF
SARASOTA PRETZELS, INC.

ARTICLE I - NAME

The name of this corporation is SARASOTA PRETZELS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be Sarasota Square, 8201 Tamiami Trail, Sarasota, Florida 34239.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue TWO HUNDRED (200) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Richard D. Davidson.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Ann D. Rooney

217 Bradford Parkway
Syracuse, New York 13224

James Rooney

217 Bradford Parkway
Syracuse, New York 13224

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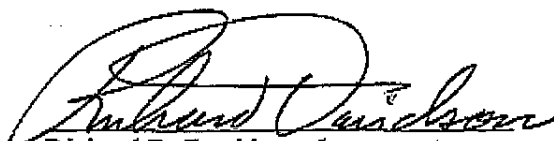
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Richard D. Davidson

215 North Eola Drive
Orlando, Florida 32801


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of May, 2000



Richard D. Davidson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

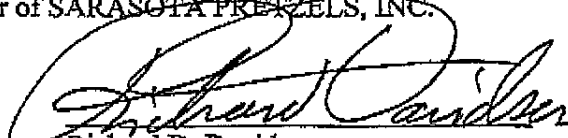
The undersigned hereby accepts the designation as Registered Agent of SARASOTA PRETZELS, INC.



Richard D. Davidson

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of SARASOTA PRETZELS, INC.



Richard D. Davidson

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