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RALPH RICHARDS (1993-1980)
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OF COUNSEL
WILLIAM W. GILKEY
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PATRICK W. RINARD

December 14, 2000

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

300003503253--8
-12/18/00--01034--013
****157.50 ****78.75

RE: Articles of Incorporation
BOTELHO HOLIDAY DONUTS, INC., and
TOTAL DONUTS, INC.

Dear Sir/Madam:

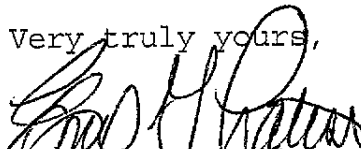
We enclose for filing in your office the original Articles of Incorporation and designation of Registered Agent for each of the above noted corporations.

We also enclose a check in the amount of \$157.50 to cover the following:

File Fees (2)	\$ 70.00
Registered Agent Fees (2)	70.00
Certified Copies of Articles (2)	17.50
	<u>\$157.50</u>

We appreciate your forwarding the certified copies of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/ljw
Enclosures

FILED
00 DEC 18 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SeB
12/22

ARTICLES OF INCORPORATION

OF

TOTAL DONUTS, INC.

FILED
00 DEC 18 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be TOTAL DONUTS, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

MAILING ADDRESS

The mailing address of the corporation is 6920 Collinswood Court, New Port Richey, Florida 34655.

VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6920 Collinswood Court, New Port Richey, Florida 34655, and the name of the initial registered agent of this corporation at that address is NORMAN BOTELHO.

VII.

INCORPORATORS

The name and address of the person signing these Articles is:

NORMAN BOTELHO

6920 Collinswood Court
New Port Richey, Florida 34655

IX.

INDEMNIFICATION

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

X.

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation this 14 day of December, 2000.



NORMAN BOTELHO

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That TOTAL DONUTS, INC., desiring to organize
under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at City
of New Port Richey, County of Pinellas, State of Florida, has
named NORMAN BOTELHO, located at 6920 Collinswood Court, New
Port Richey, Florida 34655, County of Pinellas, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

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 provision of said Act relative to
keeping open said office.

By 
NORMAN BOTELHO

(REGISTERED AGENT)

FILED
00 DEC 18 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA