

LISA & SOUSA, Ltd.

ATTORNEYS - AT - LAW
(A PROFESSIONAL CORPORATION)

5 Benefit Street
Providence, Rhode Island 02904
Telephone (401) 274-0600
Facsimile (401) 421-6117

Carl B. Lisa
Louis A. Sousa

Robert G. Branca, Jr. *†
Carl B. Lisa, Jr. **

Eugene A. Amelio *
of Counsel

* (Also Member of Massachusetts Bar)
** (Member of Massachusetts Bar)
† (Also Member of District of Columbia Bar)

April 19, 2001

VIA: FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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-04/25/01--01072--006
*****78.75 *****78.75

RE: PALM HARBOR DONUTS, INC.
Our File No. 10648

To the Clerk:

Enclosed please find Articles of Incorporation for the above corporation, along with the filing fee in the amount of \$78.75. I have also enclosed an extra copy for certification by your office and return to me in the stamped, self-addressed envelope provided. Thank you.

Very truly yours,

LISA & SOUSA, LTD.


Louis A. Sousa

LAS/dac
Enclosures

FILED
01 APR 30 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 2 2001

W01-9427



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2001

LISA & SOUSA LTD
5 BENEFIT STREET
PROVIDENCE, RI 02904

SUBJECT: PALM HARBOR DONUTS, INC.
Ref. Number: W01000009427

We have received your document for PALM HARBOR DONUTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 801A00024692

ARTICLES OF INCORPORATION
OF
PALM HARBOR DONUTS, INC.

FILED

01 APR 30 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is: PALM HARBOR DONUTS, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of operating franchise and other related business, entering into leases therefor, and to do all acts necessary and incidental thereto.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue Six Hundred (600) shares common stock, each with par value of One and 00/100 (\$1.00) Dollar.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is U.S. Hwy. 19 North, Palm Harbor, Florida 34684 and the name of the initial registered agent of this corporation at that address is Virginio Brum. The initial registered office and the principal office of the corporation are one in the same.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the directors of this Corporation are:

Virginio Brum and
Lucy Brum
2786 Jarvis Circle
Palm Harbor, FL 34683

Jose M. Rezendes and
Maria E. Rezendes
1 Garrison Lane
Acushnet, MA 02743

ARTICLE VI - INCORPORATOR

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

Louis A. Sousa, Esq.
Lisa & Sousa, Ltd.
5 Benefit Street
Providence, RI 02904

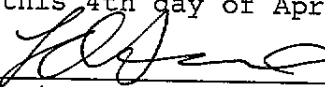
ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of April, 2001.




Louis A. Sousa, Esq.
Incorporator

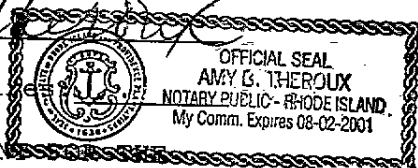
STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Louis A. Sousa, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

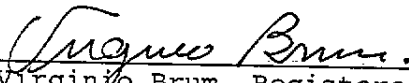
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4th day of April, 2001.



Notary Public
My Commission Expires



I ACCEPT THE DESIGNATION AS REGISTERED AGENT FOR THE
ABOVE-CAPTIONED CORPORATION, PALM HARBOR DONUTS, INC.



Virginio Brum, Registered Agent