

UDYK
2/14
an...

City/State/Zip

Phone #

800004788928--4
-01/22/02-01089-016
*****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 #)

02 FEB 26 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

- ☐ 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

One R.A.
2/28
WOB 25/10
Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 2002

MARSHALL T. UPDYKE, JR.
2014 THORNBUSH PLACE
BRANDON, FL 33511

SUBJECT: AROMA'S MARKET & BAKERY, INC.
Ref. Number: W02000002510

We have received your document for AROMA'S MARKET & BAKERY, INC.. However, the document has not been filed and is being returned for the following:

Please list only ONE REGISTERED AGENT in Article 7.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 202A00005114



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 2002

MARSHALL T. UPDYKE, JR.
2014 THORNBUSH PLACE
BRANDON, FL 33511

SUBJECT: AROMA'S MARKET & BAKERY, INC.
Ref. Number: W02000002510

We have received your document for AROMA'S MARKET & BAKERY, INC..
However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

PLEASE LIST ONLY ONE REGISTERED AGENT NAME IN ARTICLE VII.
ALSO, HAVE ONE NAME LISTED ON THE REGISTERED AGENT
CERTIFICATE (LAST PAGE)

We regret that we were unable to contact you by phone. Please return the
corrected document with a letter providing us with an address and telephone
number where you can be reached during working hours.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 902A00008487

All changes have been made

Thank you,
Marshall Updyke

ARTICLES OF INCORPORATION
OF
AROMA'S MARKET & BAKERY, INC.

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

Article One - Name

The name of the corporation is AromA's Market & Bakery, Inc.

Article Two - Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article Three - Term of Existence

The corporation shall have perpetual existence commencing upon the filing of these articles.

Article Four - Capital Stock

This corporation is authorized to issue a maximum of five hundred (500) shares of one dollar (\$1.00) par value stock, which shall be designed "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

Article Five- Preferences, Limitations

and relative Rights of Shares of Capital Stock

Section 1. Dividends:

The holders of record of "Common Stock", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

Section 2. Rights upon Liquidation or Dissolution:

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

Section 3. Voting Right:

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".

FILED
02 FEB 26 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article Six - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, at the price at which it is offered to others.

Article Seven - Initial Registered Agent and Registered Office

The registered agent and the street address of the initial Registered Officer of this corporation in the State of Florida shall be:

Marshall T. Updyke, Jr.
2014 Thornbush Place
Brandon, Florida 33511

Article Eight - Principle Place of Business

The initial place of business for AromA's Market & Bakery, Inc. shall be 2014 Thornbush Place, City of Brandon, County of Hillsborough, State of Florida 33511.

Article Nine - Initial Board of Directors

This corporation shall have two (2) directors both holding a fifty percent (50%) split of one hundred percent (100%) each. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one (1).

Article Ten - Initial Directors

The names of the initial Directors of this corporation and the street address:

Martin J. A. de Bruin
12525 Sparkleberry Road
Tampa, Florida 33626

Marshall T. Updyke, Jr.
2014 Thornbush Place
Brandon, Florida 33511

The persons named as the initial directors shall hold office until their successors are elected or appointed as/have qualified whichever occurs first.

Article Eleven - Amendment

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting, by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article Twelve - Action without a meeting

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting. If consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. The consent shall have the same effect as a unanimous vote at a shareholder's meeting.

Article Thirteen - Incorporation by reference

Any and all conditions, terms, limitations, promises and covenants that appear in a pre-incorporation agreement for AromA's Market & Bakery, Inc. shall be adopted by, and binding the corporation upon the filing of the Articles of Incorporation with the Secretary of State.


Article Fourteen - Incorporator(s)

The names and addresses of the persons signing these Articles of Incorporation are:

Martin J. A. de Bruin
12525 Sparkleberry Road
Tampa, Florida 33626

Marshall T. Updyke Jr.
2014 Thornbush Place
Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), has executed the foregoing Article of Incorporation on this 17 day of JANUARY, 2002.


Incorporator

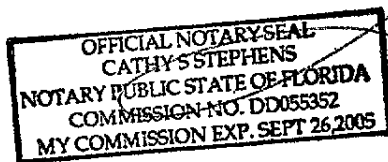

Incorporator

Article Fifteen – Special Provisions

It is the intent of the Incorporator(s) that the corporation will qualify under article 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" corporation.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared M.J.A. Debruin and Marshall Updyke to me known to be the persons described as Incorporator(s) and has produced as identification _____ and _____ who executed the foregoing Articles of Incorporation, and acknowledge before that he/she subscribed to these Articles of Incorporation on this 17 day of January, 2002.



Cathy S. Stephens
Notary public

My commission expires: 9/26/05

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVICED

Pursuant to Chapter 48, Florida Statute 48.091, the following is submitted, in compliance with said Act:

First, that AromA's Market & Bakery, Inc., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Article of Incorporation, County of Hillsborough, State of Florida has named Marshall T. Updyke Jr., City of Brandon, County of Hillsborough, State of Florida, as its registered agents to accept service of process within the State.

Acknowledgment

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

Marshall Updyke
Registered agent

FILED
02 FEB 26 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA