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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CITY SOFT DOUGHNUTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****CITY SOFT DOUGHNUTS, INC.**

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE ONE

The name of the corporation shall be **CITY SOFT DOUGHNUTS, INC.**

ARTICLE TWO

The Corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

ARTICLE THREE

The general purposes for which the corporation is organized are:

- a) Preparation and sale of doughnuts and related items; and
- b) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is one million (1,000,000) shares, with a par value of \$.01 per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE FIVE

The name and street address of the initial registered agent and the registered office of the corporation are as follows:

**DAVID M. GARVIN, ESQ.
1200 Brickell Avenue
Suite 1480
Miami, Florida 33131**

This is also the mailing address of the corporation.

The corporation shall have the privilege of opening branch offices at an other place within or without the State of Florida, and the Board of Directors may from time to time move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

ARTICLE SIX

The initial Board of Directors of the corporation shall consist of one member who shall serve until his successors are elected and qualified at the first annual meeting of stockholders. The name and address of the initial Board of Directors is as follows:

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**DAVID M. GARVIN
1200 Brickell Avenue
Suite 1480
Miami, Florida 33131**

The Board of Directors consisting of not less than one (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLE SEVEN

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

**DAVID M. GARVIN, PRESIDENT
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131**

**TERRY ELLIOTT, SR., VICE PRESIDENT
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131**

**ARLENE M. GARVIN, SECRETARY
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131**

**SHERRIA ELLIOTT, TREASURER
1200 Brickell Avenue, Suite 1480
Miami, Florida 33131**

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ARTICLE EIGHT

The corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLE NINE

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE TEN

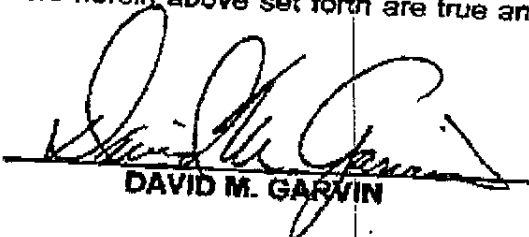
The name and address of the incorporator is as follows:

**DAVID M. GARVIN
1200 Brickell Avenue
Suite 1480
Miami, Florida 33131**

ARTICLE ELEVEN

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

IN WITNESSED WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, on the 8th day of August, 2002, and does hereby certify that the facts and matters herein above set forth are true and correct to the best of his knowledge and belief.



DAVID M. GARVIN

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DAVID M. GARVIN, to me well known to be the person described in and who subscribed these Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 6 day of August, 2002.

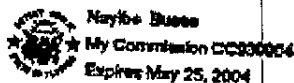
✓ Personally known to me

 Produced
as identification

Nayibe Bueso
Notary Public

NAYIBE Bueso
Printed Notary Signature

My commission expires:



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CAPITAL CONNECTION

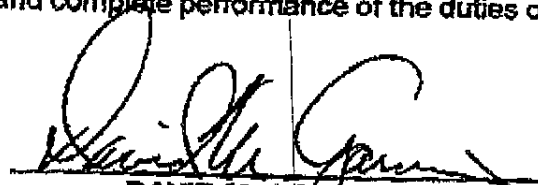
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for CITY SOFT DOUGHNUTS, INC., at the place designated in the Articles of Incorporation herein above set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.


DAVID M. GARVIN

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TALLAHASSEE, FLORIDA

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