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MAY 10 2003
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: D & R BAGLES OF PASCO, INC.

(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for

\$ 70.00
Filing Fee

\$ 78.75
Filing Fee &
Certificate of Status

\$ 78.75
Filing Fee &
Certified Copy

\$ 87.50
Filing Fee &
Certified Copy &
Certificate Status

FROM:

GREGORY RAUCKHORST

Name (printed or typed)

6195 SEASIDE INN

(Address)

NEW PORT RICHEY, FL 34652

(City/State//Zip)

(727) 845-5807

(Day time telephone number)

NOTE: Please provide the original and one (1) copy of the Articles

DIVISION OF CORPORATIONS, P.O. BOX 6327 TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION

OF

D & R BAGLES OF PASCO, INC.

The undersigned incorporation (s) , for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

D & R BAGLES OF PASCO, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**9037 LITTLE ROAD
NEW PORT RICHEY, FL 34654**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

1000 SHARES NON-PAR

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Gregory Rauckhorst
6195 Seaside Drive
New Port Richey, FL 34652**

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SEC. STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name (s) and street address (s) of the Incorporator (s) to these Articles of Incorporation is (are):

RALPH DELLA VECCHIA
7022 ORCHID LAKE ROAD
NEW PORT RICHEY, FL 34653


(PRESIDENT)

GREGORY RAUCKHORST
6195 SEASIDE DRIVE
NEW PORT RICHEY, FL 34652

The undersigned has (have) executed these Articles of Incorporation this

7TH ____ DAY ____ OF MAY ____ 2003

 P. ____ Signature/Title

 V-P ____ Signature/Title

____ SEC ____ Signature/Title

____ TRES ____ Signature/Title

____ Signature/Title

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:_____

D & R BAGLES OF PASCO, INC.


The name and address of the registered agent and office is:

_____**GREGORY RAUCKHORST**_____
(Name)

_____**6195 SEASIDE DRIVE**_____
(P. O. Box not acceptable)

_____**NEW PORT RICHEY, FL 34652**_____
(City/State/Zip)

I have been named as registered agent and to accept service of process for the aboved stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

5-7-99
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA