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FLORIDA PROFIT CORPORATION OR P.A.

Tampa Bay Donuts CPL, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TAMPA BAY DONUTS CPL, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: **TAMPA BAY DONUTS CPL, INC.**

ARTICLE II

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal office and the mailing address of this corporation shall be:

c/o Tracey Aramati
15327 Palomapark Lane
Lithia, FL 33547

ARTICLE III

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be 100,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock, except as otherwise provided for in the bylaws of the Corporation. There shall be no cumulative voting in the election of directors.

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**ARTICLES OF INCORPORATION OF
TAMPA BAY DONUTS CPL, INC.****PAGE 2**

4. **Dividends.** Any and all dividends shall be declared and paid pursuant to the bylaws of the Corporation.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 101 East Kennedy Blvd., Suite 4100, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be R. Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE V
BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of three members, such members to hold such office until their successors have been duly elected and qualify. The names and street addresses of each initial directors are:

<u>Name</u>	<u>Address</u>
Tracey Aramati	15327 Palomapark Lane Lithia, FL 33547

**ARTICLE VII
INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
R. Reid Haney	101 East Kennedy Blvd., Suite 4100 Tampa, FL 33602

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**ARTICLES OF INCORPORATION OF
TAMPA BAY DONUTS CPL, INC.**

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**ARTICLE VIII
BYLAWS**


The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 6th day of December, 2004.


R. REID HANEY

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ARTICLES OF INCORPORATION OF
TAMPA BAY DONUTS CPL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, R. REID HANEY, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 6th day of December, 2004.


R. REID HANEY

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