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WALK IN

PICK UP: 1/29

- CERTIFIED COPY _____
- PHOTOCOPY _____
- CUS _____
- FILING Articles

1. Sea Chord Donuts, Inc
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

ARTICLES OF INCORPORATION
OF
SEA CHORD DONUTS, INC.

FILED
2007 JAN 29 A 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agree to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **SEA CHORD DONUTS, INC.** and its mailing address is 7848 First Avenue South, St. Petersburg, Florida 33707.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE VI
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of five (5) Directors, whose names and addresses are as follows:

Name	Address
Michael Silva	6439 34 th Terrace North St. Petersburg, FL 33710
Roger Deslauriers	7848 First Avenue South St. Petersburg, FL 33707
Richard Demers	7856 Fourth Avenue South St. Petersburg, FL 33707
Ted Hathaway	6439 34 th Terrace North St. Petersburg, FL 33710
Aaron Anderson	6439 34 th Terrace North St. Petersburg, FL 33710

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI **Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII **Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII **Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be 7848 First Avenue South, St. Petersburg, Florida 33707.

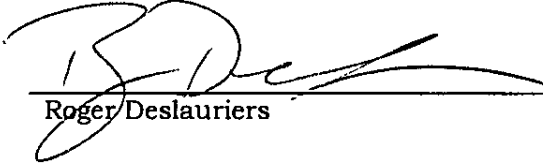
Section 2. The name of the initial registered agent of the Corporation located at said address shall be ROGER DESLAURIERS.

**ARTICLE IX
Incorporator**

The name and address of the incorporator is:

Name	Address
Roger Deslauriers	7848 First Avenue South St. Petersburg, FL 33707

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 24 day of January, 2007.




Roger Deslauriers

STATE OF RHODE ISLAND)
COUNTY OF BISTOL)

The foregoing instrument was acknowledged before me this 24 day of January, 2007, by **ROGER DESLAURIERS**, who is personally known to me, or produced a valid Rhode Island driver's license or _____ as identification.

My Commission Expires: 7-9-2009



Notary Public (SEAL)

ACCEPTANCE

I hereby agree to act as initial Registered Agent for **SEA CHORD DONUTS, INC.**, a Florida corporation, as stated in these Articles of Incorporation.



Roger Deslauriers

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA