

To: The Florida Dept. of State  
Subject: 000399.84

From: Ashley Smith

Monday, April 07, 2008 3:21 PM Page: 1 of 5

P08000035670

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**OLD HEIDELBERG, INC.**

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To: The Florida Dept. of State  
Subject: 000399.84762

From: Ashley Smith

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850-617-6381

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Florida Dept of State



April 7, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: OLD HEIDELBERG, INC.  
REF: W08000017660

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ARTICLES OF INCORPORATION  
OF  
OLD HEIDELBERG PASTRY SHOP, INC.

FILED  
2008 APR -7 P 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: OLD HEIDELBERG PASTRY SHOP, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 A.M. on the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$0.10 per share.

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1533 State Street, Sarasota, FL 34236.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1533 State Street, Sarasota, FL 34236, and the Registered Agent at such office is Lori Schoenberger.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each Member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Karl Schoenberger	1533 State Street, Sarasota, FL 34236
Lori Schoenberger	1533 State Street, Sarasota, FL 34236

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

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**ARTICLE IX - INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation are:

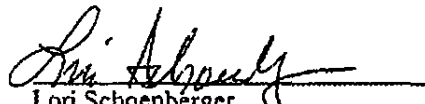
Name

Address

Lori Schoenberger

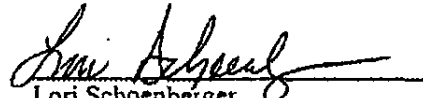
1533 State Street, Sarasota, FL 34236

The undersigned has executed these Articles this 4<sup>th</sup> day of April, 2008.

  
Lori Schoenberger,  
Incorporator

Having been named as Registered Agent and to accept service of process for **OLD HEIDELBERG PASTRY SHOP, INC.**, at the place designated in the Articles, 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.

Dated: April 4, 2008

  
Lori Schoenberger,  
Registered Agent

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