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(Requestor's Name)

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(City/State/Zip/Phone #)

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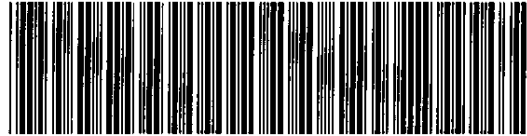
(Business Entity Name)

(Document Number)

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10 JUL -6 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

## COVER LETTER

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

**SUBJECT:** MMM FRANCHISING GROUP, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** LISA & SOUSA, LTD.

Name (Printed or typed)

5 BENEFIT STREET

Address

PROVIDENCE, RHODE ISLAND 02904

City, State & Zip

401.274.0600

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

APPROVED  
AND  
FILED

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

10 JUL -6 PM 3:00

### ARTICLE I NAME

The name of the corporation shall be:

MMM FRANCHISING GROUP, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

c/o Malcolm S. Butters

6820 Lyons Technology Circle, Suite 100

Coconut Creek, Florida 33073

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

SEE ATTACHED ADDENDUM TO ORGANIZATIONAL CHARTER

### ARTICLE IV SHARES

The number of shares of stock is:

Six Hundred (600) authorized shares, no par value.

### ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Malcolm S. Butters

6820 Lyons Technology Circle, Suite 100

Coconut Creek, Florida 33073

-President, Treasurer and Director

Marc Weinstein

6820 Lyons Technology Circle, Suite 100

Coconut Creek, Florida 33073

Vice President, Secretary and Director

### ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Malcolm S. Butters

6820 Lyons Technology Circle, Suite 100

Coconut Creek, Florida 33073

### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Louis A. Sousa, Esquire

Lisa & Sousa, Ltd.

5 Benefit Street

Providence, Rhode Island 02904

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

\_\_\_\_\_  
Signature/Registered Agent  
Malcolm S. Butters

\_\_\_\_\_  
Signature/Incorporator  
Louis A. Sousa, Esquire

7/1/10  
\_\_\_\_\_  
Date

7-1-10  
\_\_\_\_\_  
Date

## **ADDENDUM TO ORGANIZATIONAL CHARTER**

The Company may engage in the following activities:

- (1) To develop, acquire, own, and operate one or more Dunkin' Donuts and/or Baskin-Robbins franchises, and to conduct all business and financing activities related to those franchises;
- (2) To develop, acquire, own, and lease any real or personal property used in connection with such franchises, including the financing of same;
- (3) To guarantee, co-sign, or lend the Company's credit, and to secure such obligations by mortgaging, pledging, or otherwise transferring a security interest in its assets (excluding the Franchise Agreement, except and only to the extent and for so long as any applicable law requires that a franchisor permit a franchisee to grant a security interest in the Franchise Agreement) with respect to each of the following. (The franchisor of the Dunkin Donuts and Baskin Robbins systems is hereinafter referred to as the "franchisor"):
  - a. another Dunkin' Donuts and/or Baskin-Robbins franchised business or Dunkin' Donuts management company that qualifies as an Affiliate (as defined in (4) below);
  - b. an entity, of which the Company is a member, that operates, owns or leases real estate or equipment to a Dunkin' Donuts central kitchen;
  - c. a real estate entity that both: (i) is an Affiliate or is directly or indirectly owned or controlled by the Company, by an Affiliate, by one or more of the Company's equity owners, or by any person or organization that directly or indirectly owns an equity interest in an Affiliate of the Company, and (ii) owns, acquires, and/or develops real estate used for Dunkin' Donuts and/or Baskin-Robbins restaurants approved by the franchisor. (For real estate that includes a Dunkin' Donuts and/or Baskin-Robbins as part of a multi-use project, in addition to an Option to Assume or similar instrument in the franchisor's then current form, a non-disturbance agreement must be issued by the Company's lender to the franchisor that permits the franchisor to operate or refranchise the subject location in the event of a default under the Company's loan, pledge, mortgage or similar instrument. Notwithstanding anything to the contrary, in no event may the Company guarantee, co-sign, its credit, mortgage, pledge, or otherwise transfer a security interest in its assets with respect to real estate that does not include a Dunkin' Donuts and/or Baskin-Robbins business.).
- (4) For purposes of this Addendum, an Affiliate means a corporation, partnership, or limited liability company whose equity is owned in whole in part by (a) one or more or the Company's equity owners, (b) one or more parent, spouse, sibling, child, or grandchild, or another blood relation of an equity owner of the Company, (c) a trust,

family limited partnership, or similar organization that the franchisor has approved as an equity owner and of which at least one of the Company's equity owners is a settlor, trustee or beneficiary (or equivalent), or (d) or another entity that the franchisor has approved to hold an equity interest in the Company.

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