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ATTORNEYS AND COUNSELLORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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FORT WALTON BEACH, FLORIDA 32549

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\*BOARD CERTIFIED CRIMINAL TRIAL LAWYER  
ALSO ADMITTED IN ALABAMA

January 25, 1995

FILED  
JAN 27 AM 11:42  
TALLAHASSEE, FLORIDA  
TELEPHONE (904) 243-8184  
TELECOPIER (904) 664-5728

Secretary of State  
Corporations Division  
P. O. Box 6327  
Tallahassee, FL 32301

000001392879  
-01/30/95--01021--004  
\*\*\*70.00 \*\*\*70.00

Re: Incorporation of DAYLIGHT DONUTS OF  
FORT WALTON BEACH, INC.

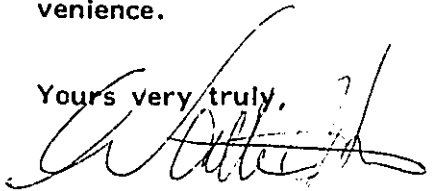
Gentlemen:

Enclosed herewith please find the original and one copy of the Articles  
of Incorporation for the above-referenced corporation to be filed  
with your office. Our check is also enclosed for the following:

Filing Fee	\$35.00
Registered Agent Designation	+35.00
	<u>\$70.00</u>

If you have any questions, please feel free to contact me. I would  
appreciate your returning a conformed copy at your earliest con-  
venience.

Yours very truly,



WALTER J. SMITH

WJS/aw

Encls.

2/1/95  
①

ARTICLES OF INCORPORATION  
OF  
DAYLIGHT DONUTS OF FORT WALTON BEACH, INC.

FILED  
95 JAN 27 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is DAYLIGHT DONUTS OF FORT WALTON BEACH, INC.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 217A Miracle Strip Parkway, Fort Walton Beach, FL 32548, and the name of the initial registered agent of this

corporation at that address is HARRELL G. MESSICK, who states he is familiar with and accepts the duties and responsibilities as registered agent for said corporation and his signature appears hereafter.

#### Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

HARRELL G. MESSICK  
217A Miracle Strip Pkwy.  
Ft. Walton Beach, FL 32548

WANDA W. MESSICK  
217A Miracle Strip Pkwy.  
Ft. Walton Beach, FL 32548

#### Article VIII - Incorporators

The names and addresses of the persons signing these Articles are as follow:

HARRELL G. MESSICK  
217A Miracle Strip Pkwy.  
Ft. Walton Beach, FL 32548

WANDA W. MESSICK  
217A Miracle Strip Pkwy.  
Ft. Walton Beach, FL 32548

#### Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

HARRELL G. MESSICK - 1,500 SHARES  
WANDA W. MESSICK - 1,500 SHARES

Article XI - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIV - Tax Article

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 25 day of January, 1995.

Harrell G. Messick  
HARRELL G. MESSICK, Subscriber  
Wanda W. Messick  
WANDA W. MESSICK, Subscriber

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take  
acknowledgments in the State and County set forth above, this  
25<sup>th</sup> day of January, 1995, personally appeared HARRELL G. MESSICK  
and WANDA W. MESSICK, who are personally known to me and who ~~did~~  
(did not) take an oath.

Arline L. Wilkes  
Notary Public  
Typed Name.....

Commission No.  
My Commission Expires:

Prepared by:  
WALTER J. SMITH  
Smith, Grimsley, Bauman, Pinkerton  
Peterman, Saxer and Wells  
P.O. Box 2379  
Fort Walton Beach, FL 32549



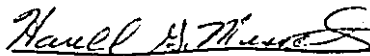
ARLINE L. WILKES  
Notary Public, State of Florida  
My Comm. Exp. Oct. 21, 1997  
Comm. No. CC 318541

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT FROM WHOM  
PROCESS MAY BE SERVED;

-----  
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:


FIRST: That DAYLIGHT DONUTS OF FORT WALTON BEACH, INC.,  
a corporation duly organized and existing under the laws of the  
State of Florida with its principal office as indicated in the  
Articles of Incorporation at Fort Walton Beach, Florida, has named  
HARRELL G. MESSICK, 217A Miracl Strip Parkway, Fort Walton Beach,  
FL 32548, as its agent to accept service of process for the above-  
named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process  
for the above-named corporation at the place designated in this  
Certificate, I hereby agree to act in this capacity and I further  
agree to comply with the provisions of all statutes relative to the  
proper performance of my duties.

  
HARRELL G. MESSICK  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me by HARRELL G. MESSICK,  
who is personally known to me and who did take an oath, this 25<sup>th</sup>  
day of January, 1995.

  
Notary Public  
Typed Name: . . . ARLENE L. WILKES

Commission No.  
My Commission Expires:

Notary Public, State of Florida  
My Comm. Exp. Oct. 21, 1997  
Comm. No. CC 318541