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TO: DIVISION OF CORPORATIONS

FROM: VALDES-PAULI, HISCIOFF, KRISS & MAND

DEPARTMENT OF STATE

2 S BISCAYNE BLVD

STATE OF FLORIDA

ONE BISCAYNE TOWER SUITE 3400

409 EAST GAINES STREET

MIAMI FL 33131-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRINCETON DONUTS, INC.

FAX AUDIT NUMBER: H95000006572

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R.A. Sizemore - 6/11  
Kearney - 6/19

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PAX AUDIT NO.: H95000006572

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95 JUN 14 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PRINCETON DONUTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is PRINCETON DONUTS, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, if they are filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged.

ARTICLE III

NATURE OF BUSINESS

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

THIS DOCUMENT PREPARED BY:

Enrique Gonzalez, III, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6068

Florida Bar No.: 896640

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#### Article IV

##### Principal Business and Mailing Address

The initial principal business and mailing address of the corporation is c/o Enrique Gonzalez, III, Esq., Suite 3400 - One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida 33131.

#### ARTICLE V

##### CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Gunster, Yoakley, Valdes-Fauli & Stewart, Suite 3400 - One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida, 33131, and the name of the initial registered agent of this corporation at that address is Enrique Gonzalez, III, Esq.

#### ARTICLE VII

##### DIRECTORS

(a) Number. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII

##### BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the incorporator of this corporation is:

Enrique Gonzalez, III, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

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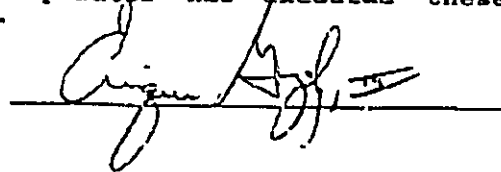
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ARTICLE X

AMENDMENT

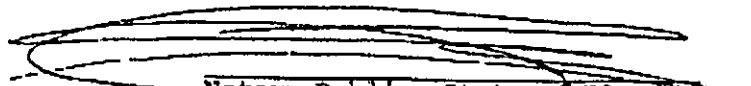
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 14th day of June 1995.



STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 14th day of June, 1995 by ENRIQUE GONZALEZ, III, who is known personally to me.



Notary Public, State of Florida  
Name: \_\_\_\_\_

[NOTARIAL SEAL]

My Commission Expires:



CLAUDIO MORFF JR  
My Commission OC079088  
Expires Jun. 05, 1998  
Bonded by HAI  
800-422-1665

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

PRINCETON DONUTS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida, has named Enrique Gonzalez, III, located at Suite 3400 - One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida, 33131 as its agent to accept service of process within Florida.

  
Enrique Gonzalez, III, Esq.  
Incorporator

Dated: June 14, 1995

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

  
Enrique Gonzalez, III, Esq.  
Registered Agent

Dated: June 14, 1995

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FILED  
JUN 14 1995  
TALLAHASSEE  
FLORIDA