

AUG-10-1995 13:53 FROM DARNETT BOLT PAGE 00 TO 19950000000000000000

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DARNETT, BOLT, KIRKWOOD & LONG

601 BAYSHORE BLVD

SUITE 700

TAMPA FL 33606-

FL 33416-0000

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: DESSERT CAFES, INC.

FAX AUDIT NUMBER: H95000008828

DATE REQUESTED: 08/10/1995

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED

TIME REQUESTED: 13:31:13

CERTIFICATE OF STATUS: 1

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076077002333

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ARTICLES OF INCORPORATION
OF
DESSERT CAFES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation is:

Dessert Cafes, Inc.

ARTICLE 2

Duration

This corporation shall have perpetual existence, commencing on the date that these Articles of Incorporation were filed with the Florida Secretary of State.

ARTICLE 3

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

5600 Gulf Boulevard

St. Petersburg Beach, Florida 33706

Leslie Wager Hudock, Esquire
Barnett, Bolt, Kirkwood & Long
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606
(813) 253-2020
Florida Bar #650706

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ARTICLE 4

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

ARTICLE 5

Preemptive Rights

This corporation elects to have preemptive rights.

ARTICLE 6

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: Leslie Wager Hudock.

ARTICLE 7

Incorporator

The name and address of the sole incorporator is:

NAME

ADDRESS

Leslie Wager Hudock

601 Bayshore Boulevard
Suite 700
Tampa, Florida 33606

ARTICLE 8

Initial Board of Directors

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time

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to time in the manner provided in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Richard E. Sherman	5600 Gulf Boulevard St. Petersburg Beach, FL 33706
Jeffrey Givena	310 Davenport Road Toronto, Ontario M5R 1K6
Tom Barney	5600 Gulf Boulevard St. Petersburg Beach, FL 33706
Bob Bauernachs	5600 Gulf Boulevard St. Petersburg Beach, FL 33706
Draw Toth	5600 Gulf Boulevard St. Petersburg Beach, FL 33706

ARTICLE 9

Indemnification

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

ARTICLE 10

Amendment

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

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of August, 1995, and acknowledges that she is familiar with, and accepts, the obligations of registered agent of this corporation.


LESLIE WAGER HUDOCK, Incorporator
and Registered Agent

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TALLAHASSEE, FLORIDA

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