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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 822-4000

PUBLIC ACCESS SYSTEM

SECTION TO FILING OFFICE

FROM: SOUTHERNMOST DONUT CORPORATION

149 S. FLAGLER ST

SUITE 200

MIAMI FL 33135-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000000578))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHERNMOST DONUT CORPORATION

FAX AUDIT NUMBER: H96000000578

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/11/1996

TIME REQUESTED: 10:10:45

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

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96 JAN 12 PM 12:16
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TALLAHASSEE, FLORIDA

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96 JAN 12 AM 7:52

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JAN-11-1996 16:32

Margaret Tobin Mills
509 Whithead St. #1
Key West, FL 33040
(305) 296-0450
FBN. 966363

ARTICLES OF INCORPORATION
OF

SOUTHERNMOST DONUT COMPANY, INC.

FILED
JAN 12 PM 12:15
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TALLAHASSEE, FLORIDA

The undersigned has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SOUTHERNMOST DONUT COMPANY, INC.

ARTICLE II

The general nature of the business proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(a) To engage in the business of the manufacture and sale of donuts and other food items, at wholesale and at retail.

(b) To buy, sell, trade, or deal in any kind of goods, wares, and merchandise.

(c) To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.

(d) To build upon or, in any other manner, improve real estate owned by it.

(e) To lend money secured by mortgage or other security, or without security, for itself, or on a commission basis for others; to borrow money for the purpose of investment, or for any of the purposes of this corporation, and to issue bonds, debenture stock, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, to buy and sell negotiable paper, to execute deeds, mortgages, contracts, releases, and such other instruments as may be necessary for the carrying on of the business above designated.

(f) To acquire by purchase, subscription or otherwise, and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages,

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securities, notes, commercial papers, or otherwise deal with other evidences of debt, issued by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligation of any of said persons, firms, associations or corporations, contained in any of said securities.

(g) To aid in any lawful manner any corporation, firm or a association or individual of which the bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve and improve or enhance the value of any such bonds or other acts which may be permitted by law to private persons in the carrying on of the business above designated,

(h) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations, from time to time to such an extent and in such manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(i) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties, and holdings, and to have, enjoy and exercise all the rights, powers and privileges which are now, or hereafter may be conferred upon corporations organized under the same statutes as this corporation.

(k) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida by virtue of its corporate act.

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The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers allowed to corporations by the statutes of the State of Florida.

ARTICLE III.

The amount of the authorized capital stock of this corporation shall be ten thousand (10,000) shares. The shares shall have a par value of ONE DOLLAR (\$1.00) each.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators at the organization meeting. Fractional shares of stock may be issued.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The place of business of this corporation shall be 2504 North Roosevelt Boulevard, Key West, Florida, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and may maintain offices in such places for the transaction of its business.

ARTICLE VI

The initial Board of Directors shall consist of three (3) persons and the person who is to serve as the initial director is David A. Ross, whose address is 1800 Atlantic Boulevard, Unit C-341, Key West, Florida, 33040.


ARTICLE VII

The name of the subscriber of these Articles of Incorporation is David A. Ross, whose address is 1800 Atlantic Boulevard, Unit C-341, Key West, Florida 33040.

ARTICLE VIII

The name of the initial Registered Agent is Margaret Tobin Mills, whose address is 509 Whitehead Street, Suite 1, Key West, Florida, 33040.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 10th day of January, 1996.


Incorporator

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JAN-11-1996 16:33

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CERTIFICATE OF ACCEPTANCE

Having been named as registered agent to accept service of process for Southernmost Donut Company, Inc. in the Articles of Incorporation of said corporation, I hereby agree to act in that capacity, to comply with the provisions of §48.091, Florida Statutes, and to comply with the provisions of all other statutes relating to the proper and complete performance of my duties.

Margaret D. Mills
Registered Agent

This instrument prepared by:
MARGARET TOBIN MILLS
Attorney at Law
606 Hitchcock Street, Suite 1
Key West, Florida 33040
Florida Bar No. 906363

FILED
96 JAN 12 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000000578

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P96000004081

June 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Att Loria Poole
Re: Document # P96000004081

In your last correspondence you requested the FBI number. It is 65-0658294.

We would also request that you change the agent of service to Jay Mac Dermott, the
Secretary of the corporation, and the address to 2504 N. Roosevelt Blvd.,
Key West, FL 33040.

Should you need any further information, please feel free to contact me.

Sincerely,

DAAR

David A Ross

President

Valued Acct Customer

Film Only

RECEIVED
96 JUN 18 AM 7:40
DIVISION OF CORPORATIONS

JUN 18 1996

THE SOUTHERNMOST DONUT COMPANY, INC.
2504 North Roosevelt Blvd. • Key West, FL 33040 • (305) 298-3865 or 298-DUNK

**DUNKIN'
DONUTS**

P96 00000 4081

June 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Att Loria Poole
Re: Document # P96000004081

In your last correspondence you requested the FEI number. It is 65-0658294.

We would also request that you change the agent of service to Jay Mac Dermott, the
Secretary of the corporation, and the address to 2504 N. Roosevelt Blvd.,
Key West, FL 33040.

Should you need any further information, please feel free to contact me.

Sincerely,

DAAR

David A Ross

President

Valued Acer Customer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 28 AM 10:10

AK change

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96 JUN 18 AM 7:40
DIVISION OF CORPORATIONS

JUN 28 1996

THE SOUTHERNMOST DONUT COMPANY, INC.
2504 North Roosevelt Blvd. • Key West, FL 33040 • (305) 296-3965 or 296-DUNK



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

June 19, 1996

DAVID A. ROSS
THE SOUTHERNMOST DONUT COMPANY, INC.
2504 NORTH ROOSEVELT BLVD.
KEY WEST, FL 33040

SUBJECT: SOUTHERNMOST DONUT COMPANY, INC.
Ref. Number: P96000004081

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 596A00030377

RECEIVED

96 JUN 27 AM 8:57

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 28 AM 10:10

STATEMENT OF CHANGE OF REGISTERED OFFICE FOR CORPORATIONS

Pursuant to the provisions of section 607.0502(3), 617.0502(3), 607.1508(2), or 617.1504(2), Florida Statutes, the undersigned registered agent of a corporation organized under the laws of the State of submits the following statement in order to change the registered office in Florida.

1. The name of the corporation: SOUTHERNMOST DONUT CO. INC

2. The street address of the current registered office:

Margaret Jobin Mills
509 Whitehead St Suite 1
Key West, FL 33040

3. The street address of the new registered office:

2504 N ROOSEVELT BLVD
KEY WEST, FL 33040
JAY MACDERMOTT

The corporation has been notified in writing of this change.

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Date: 6/22/96

Jay MacDermott
(Signature of Registered Agent)

JAY MACDERMOTT
(Printed or Typed Name)