

**LISA & SOUSA, Ltd.**  
ATTORNEYS AT LAW  
(A PROFESSIONAL CORPORATION)

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Carl B. Lisa  
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Robert G. Branco, Jr.,†

Of Counsel  
Eugene A. Amello\*  
Thomas H. Caruolo

\*Also Member of Massachusetts Bar  
Member of District of Columbia Bar

**P 9600000 5357**  
January 10, 1996

Secretary of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, FL 32314

Re: J & M Donuts, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for J & M Donuts, Inc., along with filing fee check in the amount of \$122.50.

After filing, please return certified copy to the attention of the undersigned.

If you have any questions, please call.

Very truly yours,

LISA & SOUSA, LTD.

*Carl B. Lisa*  
Carl B. Lisa, *cab*

CBL/cab  
Enclosures

FILED  
JAN 16 AM 9:32  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

300001629413  
-01/16/96--01031--017  
\*\*\*\*122.50 \*\*\*\*122.50

F. CHESSEY JAN 18 1996

*De Castro* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECTION *P. D.*  
DATE *1-17-96*  
DOC. EXAM *7C*

ARTICLES OF INCORPORATION  
OF  
J. & M. DONUTS, INC.

ARTICLE I - NAME

The name of the Corporation is: J & M DONUTS, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of operating a Dunkin' Donut shop and to do all acts necessary and incidental thereto.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue Six Hundred (600) shares common stock, no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT  
PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 6999-A1 Merrill Road, Jacksonville, FL 32211 and the name of the initial registered agent of this corporation at that address is Manuel DeCastro.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the directors of this Corporation are:

Manuel DeCastro and Leona DeCastro  
6999-A1 Merrill Road  
Jacksonville, FL 32211

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Carl B. Lisa, Esq.  
Lisa & Sousa, Ltd.  
5 Benefit Street  
Providence, RI 02904

FILED  
95 JAN 16 AM 9:32  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

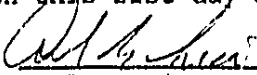
ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of December, 1995.

  
Carl B. Lisa, Esq.  
Incorporator


STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carl B. Lisa, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 29th day of December, 1994.

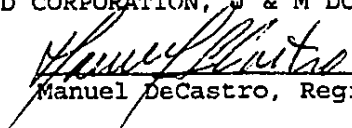
CATHERINE A. BRUNO  
NOTARY PUBLIC

My Commission Expires: 7/15/97

  
Notary Public

My Commission Expires: 7.15.97

I ACCEPT THE DESIGNATION AS REGISTERED AGENT FOR THE ABOVE-CAPTIONED CORPORATION, J & M DONUTS, INC.

  
Manuel DeCastro, Registered Agent

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TALLAHASSEE, FLORIDA