

P96000007149

BOROUGH, BENNETT, MORLAN & SIMPSON

PROFESSIONAL ASSOCIATION

M. LEE BENNETT  
THOMAS BOROUGH  
HAROLD E. MORLAN, II  
JOHN R. SIMPSON, JR.  
GUILLERMO R. STANCHER  
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201 EAST PINE STREET  
SUITE 800  
POST OFFICE BOX 3309  
ORLANDO, FLORIDA 32802-3309  
TELEPHONE (407) 841-3353  
TELECOPIER (407) 843-9587

EDWARD R. ALEXANDER, JR.  
KENNETH M. HAZOURI

ROBERT W. ROYD  
(OF COUNSEL)

\*ALSO ADMITTED IN N.Y.

January 12, 1996

10000116810121  
-01/17/96--01091--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

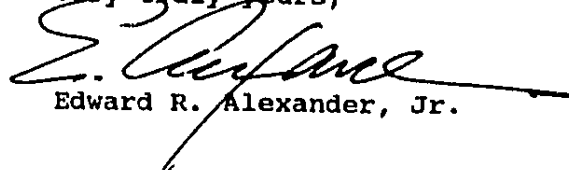
Re: Whipp Hart Enterprises, Inc.

Dear Sir/Mauam:

Enclosed for filing is the original and two copies of the revised Articles of Incorporation for the above-referenced corporation. Also enclosed is a transmittal letter from your office indicating that the name previously sought for this corporation, Black Forest Bakery, Inc., was unavailable. Please file these Articles and return a stamped copy together with the Certificate of Incorporation to me at the above address. You have previously received the \$70.00 filing fee.

Thank you for your consideration in this matter.

Very truly yours,

  
Edward R. Alexander, Jr.

ERA/lal

Enclosures

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Dmc  
1-23-96

FILED  
96 JAN 22 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

January 8, 1996

RECEIVED JAN 10 1996

EDWARD R. ALEXANDER, JR., ESQ.  
BOROUGHES, BENNETT, ET AL  
P.O. BOX 3309  
ORLANDO, FL 32802-3309

SUBJECT: BLACK FOREST BAKERY, INC.  
Ref. Number: W96000000546

We have received your document for BLACK FOREST BAKERY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00000863

LAW OFFICES

**BOROUGHES, BENNETT, MORLAN & SIMPSON**

PROFESSIONAL ASSOCIATION

N. LEE BENNETT  
THOMAS BOROUGHES  
HAROLD E. MORLAN, II  
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EDWARD R. ALEXANDER, JR.\*  
KENNETH M. HAZOURI

ROBERT W. ROYD  
(OF COUNSEL)

\*ALSO ADMITTED IN N.Y.

December 28, 1995

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

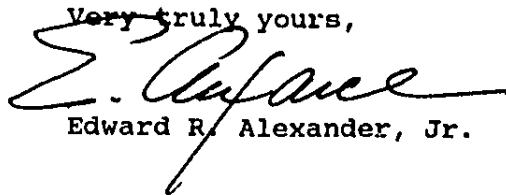
Re: Black Forest Bakery, Inc.

Dear Sir/Madam:

Enclosed for filing is the original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a stamped copy together with the Certificate of Incorporation to me at the above address. I have enclosed my firm's check in the amount of \$70.00 to cover the filing fee.

Thank you for your consideration in this matter.

Very truly yours,

  
Edward R. Alexander, Jr.

ERA/lal

Enclosures

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*Dmc*  
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*496-546*

**ARTICLES OF INCORPORATION  
OF  
WHIPP HART ENTERPRISES, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

WHIPP HART ENTERPRISES, INC.

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 34 E. Plant Street, Winter Garden, Florida 34787.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 34 E. Plant Street, Winter Garden, Florida 34787 and the name of the initial registered agent of this Corporation at that address is Angelica Whipp.

#### ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be three (3).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>    | <u>Street Address</u>                               |
|----------------|---|
| Angelica Whipp | 34 E. Plant Street,<br>Winter Garden, Florida 34787 |
| Roy H. Whipp   | 34 E. Plant Street,<br>Winter Garden, Florida 34787 |
| Terry Hart     | 34 E. Plant Street,<br>Winter Garden, Florida 34787 |

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Angelica Whipp

34 E. Plant Street,  
Winter Garden, Florida 34787

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of December, 1995.

Angelica Whipp  
ANGELICA WHIPP

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Whipp Hart Enterprises, Inc.

Angelica Whipp  
ANGELICA WHIPP

FILED  
36 JAN 22 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000007149

EDWARD R. ALEXANDER, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW  
ADMITTED TO THE BARS OF FLORIDA AND NEW YORK

7491 CONROY-WINDERMERE ROAD, SUITE 1  
ORLANDO, FLORIDA 32835

TELEPHONE: (407) 295-3858  
FACSIMILE: (407) 295-8376

January 13, 1997

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

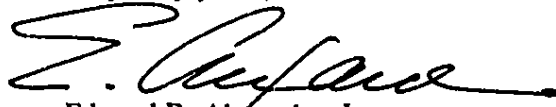
RE: Articles of Dissolution for Whipp Hart Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$35.00, to cover the filing fee for the articles of dissolution for the above-referenced corporation together with two copies of the articles of dissolution.

Please file the articles and forward a stamped copy of the articles to the above address. Thank you in advance for your assistance with this matter.

Very truly yours,



Edward R. Alexander, Jr.

Enclosure

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97 JAN 15 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



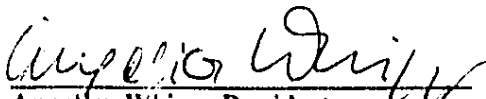
**WHIPP HART ENTERPRISES, INC.  
ARTICLES OF DISSOLUTION**

Whipp Hart Enterprises, Inc., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403, Florida Statutes:

- 1.) The name of the corporation is Whipp Hart Enterprises, Inc. (the "Corporation").
- 2.) The shareholders of the Corporation approved the dissolution of the Corporation on January 13, 1997.
- 3.) The number of votes cast by the shareholders of the Corporation for dissolution was sufficient for approval of that action.
- 4.) The effective date of these Articles of Dissolution shall be the filing date.

EXECUTED: January 13, 1997.

Whipp Hart Enterprises, Inc.

  
Angellea Whipp, President

FILED  
97 JAN 15 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA