

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-9111
904-22-9111

800-344-8086



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ACCOUNT NO. : 07300000002

REFERENCE : 866260 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 1, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 866260

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

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DOMESTIC FILING

NAME: JEFF'S DESSERTS OF HYDE PARK,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: T. BROWN MAR - 1 1996

FILED
96 MAR - 1 PM 2:03
RECEIVED
66 MAR - 1 AM 11:03
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JEFF'S DESSERTS OF HYDE PARK, INC.

FILED
96 MAR -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is JEFF'S DESSERTS OF HYDE PARK, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation are 5600 Gulf Boulevard, St. Pete Beach, Florida 33706.

ARTICLE III

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of filing of these Articles with the Florida Secretary of State.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are SHERYL H. ANDREWS, 5600 Gulf Boulevard, St. Pete Beach, Florida 33706.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
RICHARD E. SHERMAN	5600 Gulf Boulevard St. Pete Beach, FL 33706
JEFFREY GIVENS	310 Davenport Road Toronto, Ontario M5R 1K6, Canada
TOM BARNEY	5600 Gulf Boulevard St. Pete Beach, FL 33706

BOB BAUERSACHS

5600 Gulf Boulevard
St. Pete Beach, FL 33706

DREW TOTH

5600 Gulf Boulevard
St. Pete Beach, FL 33706

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE X

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.

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

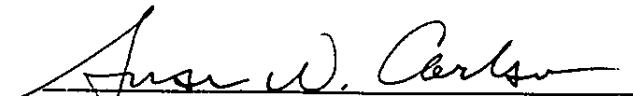
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

4. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 29th day of February, 1996.


SUSAN W. CARLSON

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 26 day of February, 1996.



SHERYL H. ANDREWS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA