

FAMILY LEGAL CENTERS®

OF CHAWK & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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P96000022608
February 15, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Jimmy's Discount Bread & Cake, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for the subject corporation and our check in the amount of \$131.25 to cover the following:

\$ 35.00 Filing Fee
35.00 Designation of Registered Agent
52.50 Certified Copy
8.75 Certificate Under Seal

700001746067
-03/18/96--01019--003
****132.50 ****131.25

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Sincerely,

Lynn Whitman

Lynn Whitman
Secretary to
Thomas Joel Chawk

/lw

enclosures

700001746067
-03/18/96--01019--003
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Lynn
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Out #*
DATE *3-13-96*
DOC. EXAM *ST*

ST
3/13

ARTICLES OF INCORPORATION
OF
JIMMY'S DISCOUNT BREAD & CAKE, INC.

SECRET
DIVISION OF CORPORATIONS
MAR 8 1968

I, the undersigned, hereby organize for the purposes becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

JIMMY'S DISCOUNT BREAD & CAKE, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

2817 Forestgreen Drive, North, Lakeland, Florida 33811

The name of the initial registered agent of this Corporation at that address is:

JIMMY L. POITEVINT

ARTICLE VII

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

Jimmy L. Poitevint, 2817 Forestgreen Drive, North, Lakeland,
Florida 33811

ARTICLE XI - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

Jimmy L. Poitevint 2817 Forestgreen Drive, North, Lakeland,
Florida 33811

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

JIMMY L. POITEVINT - 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within

which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - 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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provision and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 15th day of February, 1996.

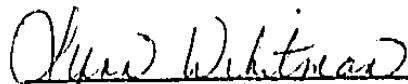

JIMMY L. POITEVINT

STATE OF FLORIDA

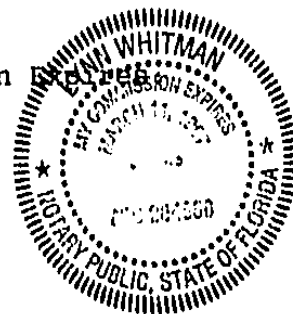
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared JIMMY L. POITEVINT, who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named Court and State this 5th day of February 1996.


NOTARY PUBLIC
Lynn Whitman

My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted.

JIMMY'S DISCOUNT BREAD & CAKE, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of Incorporation at 2817 Forestgreen Drive, North, Lakeland, Polk County, Florida 33811, has named

JIMMY L. POITEVINT

at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


JIMMY L. POITEVINT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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