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LEGAL & FINANCIAL SERVICES

FILED

96 MAR 15 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 883257 90699A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : March 15, 1996

ORDER TIME : 10:51 AM

ORDER NO. : 883257

CUSTOMER NO: 90699A

CUSTOMER: Scott R. Rost, Esq
DORAN WALTERS ROST SELTER &
WOLFE
P. O. Box 15110

Daytona Beach, FL 32115

100001745174
03/15/96 - 01099 - 003
*****122.50 *****122.50

DOMESTIC FILING

NAME: ORLANDO BAGEL FACTORY -
APOPKA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-18-96
*H

DORAN, WALTERS, ROST, SELTER & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THEODORE H. DORAN
SCOTT R. ROST
MARY P. SELTER
LAWRENCE O. WALTERS
ABRAHAM R. WOLFE

FIRST UNION TOWER
444 SEADREEZE BOULEVARD
SUITE 800
DAYTONA BEACH, FLORIDA 32109

PLEASE REPLY TO:
POST OFFICE DRAWER 1810
DAYTONA BEACH, FLORIDA 32109
(904) 255-1111
FAX (904) 255-4200

OF COUNSEL
DAVID H. SLAUGHTER
MEMBER OF FLORIDA BAR

March 14, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: H.D.C. Enterprises, Inc.
Orlando Bagel Factory - Apopka, Inc.

Dear Sir or Madam:

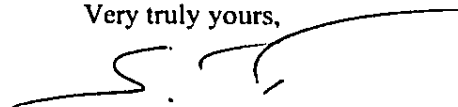
Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporations.

Also enclosed is our firm's check in the amount of \$245.00 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee for both corporations.

Please return to us a certified copy of the Articles of Incorporation for both corporations in the enclosed envelope.

Thank you for your cooperation in this matter.

Very truly yours,



Scott R. Rost

SRR/kc
Enclosures
cc: Keay Edwards

ARTICLES OF INCORPORATION
OF
ORLANDO BAGEL FACTORY - APOPKA, INC.

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96 MAR 15 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ORLANDO BAGEL FACTORY -
APOPKA, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at
the time of the filing of these Articles Of Incorporation. This
corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of
engaging in the transaction of any and all business activities
permitted under the laws of Florida and the United States Of
America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares
of common capital stock at a par value of \$1.00 per share.

Articles Of Incorporation Of ORLANDO BAGEL FACTORY - APOPKA, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this

Articles Of Incorporation Of ORLANDO BAGEL FACTORY - APOPKA, INC.

corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Howard Keay Edwards
2827 Ballard Avenue, Orlando, Florida 32833-4037.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Scott R. Rost.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Scott R. Rost, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments

hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Articles Of Incorporation Of ORLANDO BAGEL FACTORY - APOPKA, INC.

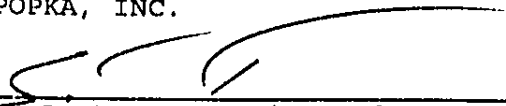
ARTICLE XII. MAILING ADDRESS

The mailing address of the Corporation is Post Office Box 15110, Daytona Beach, Florida 32115



Scott R. Rost - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of ORLANDO BAGEL FACTORY - APOPKA, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ORLANDO BAGEL FACTORY - APOPKA, INC.



Scott R. Rost - Registered Agent

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SECRET
TALLAHASSEE, FLORIDA

State Of Florida
County Of Volusia

On 1/16/96, Scott R. Rost, designated above
as the individual who shall serve as the corporation's initial
registered agent and incorporator, who is personally known to me,
personally appeared before me at the time of notarization, and,
after being given the oath, acknowledged signing these Articles of
Incorporation of ORLANDO BAGEL FACTORY - APOPKA, INC.

Kathleen M. Cooney
Kathleen M. Cooney
Notary Public



KATHLEEN M. COONEY
My Comm. Exp. 11/16/96
Bonded By Service Ins
No. CC242054
☒ Personally Known (SEAL)