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PRESTER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 978232 4359488

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 6, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 978232

CUSTOMER NO: 4359488

CUSTOMER: J. Gregory Humphries, Esq
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

RECEIVED
STATE
CLERK
JUN 6 1996
PM 11:23

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1 IC FILING

NAME: PAL'S POPCORN, 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: Lori R. Dunlap

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
PAL'S POPCORN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -6 PM 1:20

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be:

PAL'S POPCORN, INC.

ARTICLE II
Existence of Corporation

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporations for the State of Florida and shall have perpetual existence.

ARTICLE III
Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 201 East Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is J. Gregory Humphries. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 288 Park Avenue North, Winter Park, FL 32789.

ARTICLE VII **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
William Kenneth Jones	288 Park Avenue North Winter Park, FL 32789

ARTICLE VIII
Incorporator

The name and address of the Incorporator of this corporation is as follows:

Name

Address

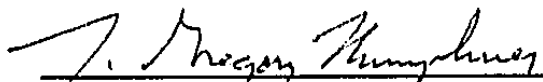
J. Gregory Humphries

201 East Pine Street, Suite 701
Orlando, Florida 32801

ARTICLE IX
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

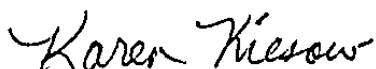
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

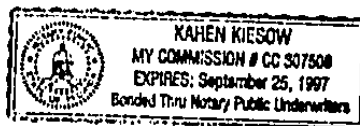

J. Gregory Humphries

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of June, 1996, by J. Gregory Humphries, who is personally known to me ~~(or who has produced _____ as identification)~~ and who did (did not) take an oath.


Notary Public - State of Florida



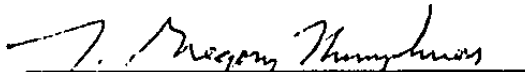
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: PAL'S POPCORN, INC., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 East Pine Street, Suite 701, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of June, 1996.


J. Gregory Humphries

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SECRETARY OF CORPORATIONS
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