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MOODY & SALZMAN, P.A.

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C. GARY MOODY*
ANTHONY J. SALZMAN**
JOHN M. CROTTY

*BOARD CERTIFIED IN CIVIL TRIAL LAW
**BOARD CERTIFIED IN WORKERS' COMPENSATION

PERSONAL INJURY AND WRONGFUL DEATH
WORKERS' COMPENSATION
FAMILY LAW
SOCIAL SECURITY LAW
BANKING LAW
GENERAL PRACTICE

August 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: GAIL'S PRETZELS #2, INC.

600001922076
-08/14/96--01083--003
***\$122.50 ***\$122.50

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of GAIL'S PRETZELS #2, INC., a profit corporation.
2. Designation of Resident/Registered Agent and acceptance by such agent.
3. My firm check in the amount of \$122.50 for:

a. Filing Fee	\$ 35.00
b. Certified Copy of Charter	\$ 52.50
c. Registered Agent Designation Fee	\$ 35.00

Total \$122.50

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours,

Anthony J. Salzman

AJS/sjf

Enclosures

96 AUG 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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people have
P96-4016*

ARTICLES OF INCORPORATION
OF
GAIL'S PRETZELS #2, INC.

FILED
96 AUG 12 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is GAIL'S PRETZELS #2, INC.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is 334 S.W. 62nd Boulevard, #8, Gainesville, FL 32607.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Anthony J. Salzman
MOODY & SALZMAN, P.A.
500 E. University Avenue, Suite A
Post Office Box 2759
Gainesville, Florida 32602-2759

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Gail M. Lawrence
334 S.W. 62nd Boulevard, #8
Gainesville, FL 32607

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Gail M. Lawrence
334 S.W. 62nd Boulevard, #8
Gainesville, FL 32607

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

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

One Thousand Shares (1,000) - Gail M. Lawrence

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

ARTICLE XIV. INDEMNIFICATION.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 6th day of August, 1996.

Gail M. Lawrence
INCORPORATOR
Gail M. Lawrence

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th day of August, 1996, by Gail M. Lawrence, who is personally known to me or has produced identification, and who did/did not take an oath.

Identification Produced: FL DL L652-293-43-782-0

Sheffia J. Fulmer
NOTARY PUBLIC

Typed Name:

Commission No.:

Commission Expires:



SHEFFIA J. FULMER
MY COMMISSION # CC 488681
EXPIRES Oct 6, 1999

STATE OF FLORIDA
DEPARTMENT OF STATE

DESIGNATION OF REGISTERED AGENT

FILED
96 AUG 12 11 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate designating Registered Place of Business or Domicile for the Service of Process Within This State, Naming the Registered Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

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THE FOLLOWING is submitted, in compliance with Chapter 607, §607.034, Florida Statutes:

THAT, GAIL'S PRETZELS #2, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal office at 334 S.W. 62nd Boulevard, in the City of Gainesville, County of Alachua, State of Florida,

HAS NAMED, ANTHONY J. SALZMAN, Registered Agent, located at 500 E. University Avenue, Suite A, City of Gainesville, County of Alachua, State of Florida 32601,

AS ITS AGENT to accept Service of Process within this State.

OFFICERS:

Gail M. Lawrence - PRESIDENT
Diane Hansis - VICE PRESIDENT
Amy Lipchik - SECRETARY/TREASURER

the address of the officers being the address above stated as the Corporate Address.

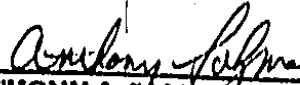
THE MANAGEMENT of the Corporation being in the hands of the Stockholders thereof, there are no Directors. The Sole Stockholders are the Corporate Officers aforesated.

BY: Gail M. Lawrence
GAIL M. LAWRENCE
PRESIDENT

ACCEPTANCE

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.



ANTHONY J. SALZMAN
REGISTERED AGENT

FILED
96 AUG 12 11:10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000068423

May 13, 1997

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

Dear Sir/Madam:

I am writing to request that all future Annual Report forms be forwarded to my Registered Agent, Anthony J. Salzman, Moody & Salzman, P.A., P.O. Drawer 2759, Gainesville, FL 32602, unless your office is notified in writing otherwise at a later date.

I appreciate your assistance in this matter.

GAIL'S PRETZELS #2, INC.

By: Joel M Lawrence
Title: President

LT
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OFFICE OF THE SECRETARY OF STATE

STATE OF FLORIDA