

P96000077456

LAW OFFICE OF  
J. JEROME MILLER

Attorneys at Law  
415 Mountain Drive  
Suite 3  
Destin, Florida 32541

J. Jerome Miller  
Kevin M. Helmich\*  
\*also admitted in Georgia

(904) 837-3860  
FAX (904) 837-6158

September 13, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

400001949064  
-09/17/96--01095--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Hallam, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



KEVIN M. HELMICH  
Attorney at Law

KMH:tct  
Enclosure: As stated  
cc: Clive Hallam

FILED  
09 SEP 16 01:02:02

9.18.96  
KR

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1952 JUN 10 PM 3:33

**ARTICLES OF INCORPORATION**  
**OF**  
**HALLAM, INC.**

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**ARTICLE I**  
**NAME**

The name of this Corporation is Hallam, Inc.

**ARTICLE II**  
**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

This Corporation is organized for the purpose of conducting all lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

**ARTICLE V**  
**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 415 Mountain Drive, Suite #3, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have at least 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Clive T Hallam  
Carol-Ann Hallam

#### **ARTICLE VIII**

##### **PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 415 Mountain Drive, Suite #3, Destin, Florida 32541.

#### **ARTICLE IX**

##### **INCORPORATOR**

The name and address of the person signing these Articles is:

Clive T. Hallam  
5961 Lake Tide Cove  
Memphis, TN 38120

#### **ARTICLE X**

##### **INDEMNIFICATION**

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

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

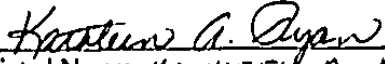
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 12<sup>th</sup> day of September, 1996.

  
Clive T. Hallam  
Incorporator

STATE OF Tennessee

COUNTY OF Shelby

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of September, 1996, by Clive T. Hallam, who is either personally known to me or who has produced a drivers license as identification and who did not take an oath.

  
Printed Name: KATHLEEN A. RYAN  
Notary Public State of Tennessee  
My Commission Expires 10-15-96  
Commission Number \_\_\_\_\_

ACCEPTANCE

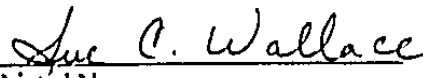
I hereby am familiar with and accept the duties and responsibilities as registered agent for Hallam, Inc.

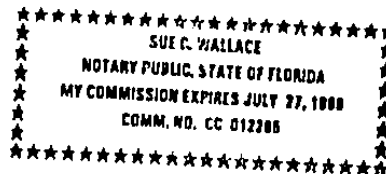
  
\_\_\_\_\_  
KEVIN M. HELMICH, ESQ.

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of September, 1996, by Kevin M. Helmich, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Notary Public State of \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
Commission Number \_\_\_\_\_



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95 SEP 14 11:10:03

P96000077456

LA OFFICES OF  
J. JEROME MILLER

Attorneys at Law  
415 Mountain Drive  
Suite 3  
Destin, Florida 32541

J. Jerome Miller  
Kevin M. Helmich\*  
\*also admitted in Illinois

(904) 837-3860  
FAX (904) 837-6158

September 23, 1996

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

600001957946  
-09/26/96--01062--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: French Bakery, Inc. and  
Hallam, Inc.

To Whom It May Concern:

Enclosed for filing please find executed Articles of Dissolution of French Bakery, Inc., along with executed Articles of Amendment to Articles of Incorporation of Hallam, Inc. Also enclosed are two checks in the amount of \$35.00 each to cover the fees for filing these documents.

Please file the Articles of Dissolution of French Bakery, Inc. first, followed by the filing of the Articles of Amendment of Hallam, Inc. Upon filing, please return a file-stamped copy of each document to me in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



Kevin M. Helmich

KMH/tt  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 16 AM 9:31

Amend MC

OCT 16 1996

**LAW OFFICES OF  
J. JEROME MILLER**

Attorneys at Law  
415 Mountain Drive  
Suite 3  
Destin, Florida 32541

J. Jerome Miller  
Kevin M. Helmich\*  
\*also admitted in Florida

(904) 837-3860  
FAX (904) 837-6158

October 9, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: French Bakery, Inc. and  
Hallam, Inc.

To Whom It May Concern:

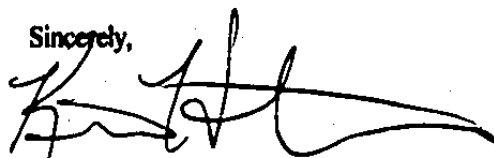
Pursuant to your letter dated October 1, 1996, a copy of which is enclosed, I submit the following documents for filing:

1. Affidavit Permitting Immediate Assumption of Name of French Bakery, Inc.; and
2. Articles of Amendment to Articles of Incorporation of Hallam, Inc.

Upon filing, please return a file-stamped copy of each document to me in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



Kevin M. Helmich

RECEIVED  
96 OCT 14 AM 8:05  
DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 1, 1996

KEVIN M. HELMICH, ESQ.  
LAW OFFICES OF J. JEROME MILLER  
415 MOUNTAIN DRIVE, SUITE 3  
DESTIN, FL 32541

SUBJECT: HALLAM, INC.  
Ref. Number: P96000077456

We have received your document for HALLAM, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 596A00044924



**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
HALLAM, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 16 AM 9:31

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed September 16<sup>th</sup> 1996.

**FIRST:** The name of the corporation is amended:

**FROM:** Hallam, Inc.

**TO:** French Bakery, Inc.

**SECOND:** The principal office and mailing address of the corporation is amended:

**FROM:** 415 Mountain Drive, Suite 3, Destin, Florida 32541

**TO:** 14498 Highway 20, Niceville, Florida 32578.

**THIRD:** This amendment was approved by the unanimous consent of the stock holders of the corporation.

**DATED:** September 23, 1996.

HALLAM, INC.

By: 

Clive Hallam,  
President

**AFFIDAVIT PERMITTING IMMEDIATE ASSUMPTION OF NAME**

STATE OF FLORIDA

COUNTY OF OKALOOSA

I, the undersigned, on behalf of the dissolved corporation, FRENCH BAKERY, INC.,  
do hereby swear and affirm that Hallam, Inc., a Florida corporation, is authorized to  
immediately assume the name: FRENCH BAKERY, INC.

FRENCH BAKERY, INC.,  
a dissolved Florida corporation

By: \_\_\_\_\_

Michel Neau,  
Its President.

STATE OF FLORIDA

COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me this 8th day of October, 1996, by  
Michel Neau, who is personally known to me and who did take an oath.

Sue C. Wallace

Printed Name: \_\_\_\_\_

Notary Public State of \_\_\_\_\_

My Commission Expires \_\_\_\_\_

Commission Number \_\_\_\_\_

