

P960000131824

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(((H96000013182-6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003253

CONTACT: RAY STORMONT

FAX #: (305) 541-3770

PHONE: (305) 541-3694

NAME: KNNY FOOD SPOT, INC.

AUDIT NUMBER..... H96000013182

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES..... 1

DEL.METHOD... FAX

HST.CHARGE... \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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96 SEP 19 PM 6:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

96 SEP 19 PM 6:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.14/17

EMPIRE CORPORATE KIT

SEP-19-1996 16:10

09/23/96
JULY 1996
10/23/96

H96000013182

FILED

96 4P 19 PM 6:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KENNY FOOD SPOT, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: KENNY FOOD SPOT. The principle place of business of this corporation shall be: 5890 NW 7th Avenue, Miami, Florida 33127.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 Shares
at
\$ 1.00 per share

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
PARALEGAL FREELANCING, INC.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134

Roger Carlier
(305) 507-1113

- 1 -

H96000013182

H96000013182

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

HAMZA ABU
President / Secretary
Vicepresident / Treasurer

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

HAMZA ABU
5944 Arther Street
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this , day of September, 1996.


HAMZA ABU

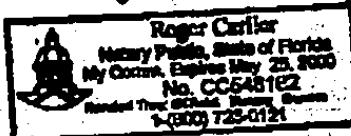
STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this, 19th day of September 1996 by HAMZA ABU of Miami, Florida.

() Personally known by me
(Produced Fla. driver license


Notary Public

Seal:



- 2 -

H96000013182

H96000013182

CERTIFICATE DESIGNATINGREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KENNY FOOD SPOT, INC.
2. The name and address of the registered agent and office is:

HAMZA ABU
5944 Arther Street
Hollywood, Florida 33081


HAMZA ABU
Title: Registered Agent
Date : 9-19-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Signature

Date: 9-19-96

6 SEP 19 PM 6:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PARALEGAL FREELANCING, INC.

8121 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33134
TEL.: (305) 867-1118 FAX: (305) 444-2800

ROGER M. CARLIER
President / Legal Assistant

P960000 78274

April 14, 1997

Division of Corporations
409 East Ohines Street
Tallahassee, FL 32399

00000022000540---
-06/03/97-01116-001
\$87.50 \$87.50

Re : Incorporation of Amendment
Kenny Food Spot, Inc.

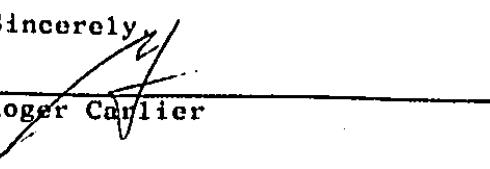
Dear Sir/Madam:

Enclosed please find original articles of incorporation and a copy in reference to the above-mentioned. Kindly incorporate said articles and return the certified copy to the undersigned.

I have also enclosed a check in the amount of \$ 87.50 to cover for your fees.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Roger Carlier

97 JUN 23 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

/rc

Encl.

Amend

145
6-24-97

~~1989, 524, 670~~



FILED

97 JUN 23 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

June 16, 1997

Roger Carillo
% PARALEGAL FREELANCING, INC.
3121 Ponce DeLeon Blvd.
Coral Gables, FL 33134

SUBJECT: KENNY FOOD SPOT, INC.
Ref. Number: P96000078274

We have received your document for KENNY FOOD SPOT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please add an article to your articles of incorporation to change the registered agent. The document must contain written acceptance by the registered agent, i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"; and registered agent's signature.

Please fill in the date of adoption of the amendment.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 897A00032052

PARALEGAL FREELANCING, INC.

8181 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33184
TEL.: (305) 867-1118 FAX: (305) 444-2999

ROGER M. CARLIER
President / Legal Asst
JULY 10, 1997

FLORIDA DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Florida 32314

Subject : Kenny Food Spot, Inc.
Ref : P96000078274

91 JUN 23 PM 2:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mrs. Flemming-Jackson:

As per your request, I am herein enclosing the corrected Articles of Amendment to Articles of incorporation of Kenny Food Spot, Inc. A new article has been incorporated to the Amendments reflecting the change of Registered Agent.

Please process the enclosed at your earliest possible convenience, as we urgently await for your records to reflect the foregoing information.

I thank you in advance.

Roger Carlier

/rc

Enc1.

ARTICLES OF AMENDMENT **FILED**
TO **97 JUN 23 PM 2:17**
ARTICLES OF INCORPORATION **SECRETARY OF STATE**
OF **TALLAHASSEE, FLORIDA**

KENNY FOOD SPOT, INC.

KENNY FOOD SPOT, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the officer(s), who shall hold office until their successor(s) is (are) elected, is (are):

SARA ABED
President / Vice-president
Secretary / Treasurer
5890 NW 7TH AVENUE
MIAMI, FLORIDA 33127

ARTICLE VII REGISTERED/REGISTERED OFFICE

The name and street address of the new registered agent, until a new one is appointed shall be:

SARA ABED
5890 NW 7TH AVENUE
MIAMI, FL 33127

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption 4-11-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of April, 19 97.

Signature X

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Homza Ahmad Abu Hamdeh
Typed or printed name

President
Title

CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

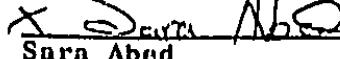
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Kenny Food Spot, Inc.

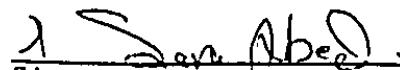
2. The name and address of the registered agent and office is:

SARA ABED
5890 NW 7th Avenue
Miami, Florida 331 27

81 JUN 23 PM 2:17
FILED
STATE
ALLAHASSEE, FLORIDA
SECRETARY OF STATE


Sara Abed
Title: Registered Agent
Date : 4-11-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Signature
Date: 4-11-97

P96000 783 74

KATHLEEN B. JOHNSON, P.A.

**Attorney at Law
125 Crawford Boulevard
Boca Raton, FL 33432**

Telephone: (407) 366-8800

**Fax: (407) 366-5540
Broward: (305) 428-0440**

September 10, 1996

**Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32301**

**5000001952155
09/19/96-01101-019
*****122.50 *****122.50**

In re: New Orleans Donuts, Inc.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State, in the amount of \$122.50 in payment of the following:

**Filing Fee
Certified Copy
Registered Agent Filing Fee**

Please return the certified copy in the enclosed envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,



Kathleen B. Johnson

**KBJ:kp
Enc.
winword\corpl\letters\filefee.doc**

**FILED
96 SEP 19 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

REGISTERED SEP 20 1996

FILED
96 SEP 19 PM 1121
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEW ORLEANS DONUTS, INC.**

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation is **NEW ORLEANS DONUTS, INC.**

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is retail and wholesale of baked goods and light sandwiches and any other lawful business.

ARTICLE III

Share of Stock

The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) Shares, all of which shares shall have a par value of One Dollar (\$1.00) and shall have equal rights, privileges and voting power, unless otherwise agreed upon.

The shares of stock in this corporation may be paid for by property, labor, or services at a just valuation, to be fixed by the Board of Directors. Any and all shares so issued shall be deemed fully paid and non-assessable and the holder of such shares shall not be liable to the corporation or to its creditors in respect thereto.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Address

The principal office of this Corporation is to be located at 5341 West Atlantic Avenue, Suite 306A, Delray Beach, FL 33484. The Board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

Directors

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Stockholders but shall never be less than one(1).

ARTICLE V

Initial Directors and Officers

The name and address of the members of the first Board of Directors and Officers are as follows:

**GLENN E. MEGANCK
5341 West Atlantic Ave.
Suite 306A
Delray Beach, FL 33484**

**President/Vice-President
Secretary/Treasurer
Director**

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

Incorporator

The name and street address of the persons signing these Articles of Incorporation as the Incorporator are: GLENN E. MEGANCK, 5341 W. Atlantic Avenue, Suite 306-A, Delray Beach, FL 33484.

ARTICLE IX

Resident Agent

The name and address of the Resident Agent of this corporation is: GLENN E. MEGANCK, 5341 W. Atlantic Avenue, Suite 306-A, Delray Beach, FL 33484.

ARTICLE X

Amendments

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

ARTICLE XI

Restrictions on Sale or Transfer of Stock

The Corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this Corporation which is authorized under the laws of Florida. The By-Laws of the Corporation may contain any restrictions on the sale or transfer of shares of stock in this Corporation which are authorized under the laws of Florida.

ARTICLE XII

Indemnification

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be a party by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings, to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

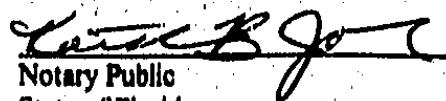
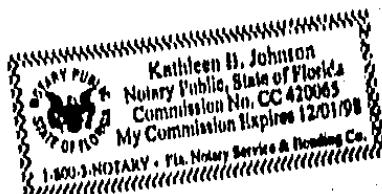


GLENN E. MEGANCK

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared GLENN E. MEGANCK, to me known to be the person described as the Incorporator and acknowledged before me that they subscribed to those Articles of Incorporation, and who is personally known to me or produced _____ as identification.

Witness my hand and official seal in the County and State named above this 13 day of
September, 1996.



Notary Public
State of Florida
My Commission Expires:
(SEAL)

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: That **NEW ORLEANS DONUTS, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named **GLENN E. MEGANCK**, at: **5341 W. Atlantic Avenue, Suite 306-A, Delray Beach, FL 33484**, as its agent to accept service of process with this State.

ACKNOWLEDGMENT:

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



REGISTERED AGENT

96 SEP 19 PH 1:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA