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071521002173
CONTACT: SUZANNE C HOWARD
PHONE: (813)822-5656
(813)823-8043

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NAME: THE POPCORN GOURMET, INC
AUDIT NUMBER.....H96000015225
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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ARTICLES OF INCORPORATION OF THE POPCORN GOURMET, INC.


The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

- 1) The name of the corporation shall be The Popcorn Gourmet, Inc.
- 2) The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, including but not being limited TO operating retail outlet for the sale of specialty popcorn, and all other activities reasonably related thereto.
- 3) The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 5,000 shares. All such shares shall be of a single class, designated as common.
- 4) Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.
- 5) The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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- 6) The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.
- 7) The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.
- 8) The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of no directors as the corporation shall be operated by the shareholders until this provision is amended to require a board of directors.
- 9) The initial registered agent of the corporation is William J. Murray. The street address of the corporation's initial registered office is 173 Pompano Drive SE, ST. Petersburg FL 33705.
- 10) The principal place of business and mailing address of this corporation shall be 173 Pompano Drive SE, ST. Petersburg FL 33705.
- 11) The name and address of the incorporator to these Article of Incorporation is William J. Murray, 173 Pompano Drive SE, ST. Petersburg FL.

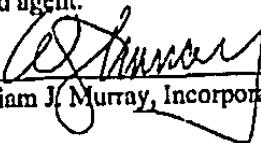
The undersigned incorporator has executed these Articles of Incorporation this 29 day of October, 1996.



 William J. Murray, Incorporator

Acceptance by Registered Agent

I accept the above designation as registered agent.



 William J. Murray, Incorporator

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Prepared by Phillip W. Dann, Esq., 540
4th Street North, St. Petersburg FL
33701, Fla. Bar No. 126786.