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JAMES P. PANICO
PROFESSIONAL ASSOCIATION

111 SOUTH MAITLAND AVENUE
MAITLAND, FLORIDA 32751-5597

96 NOV -5 PM 12:08

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
CERTIFIED MAIL
RETURN RECEIPT REQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PHONE (407) 847-7800
FAX (407) 847-1480

October 30, 1996

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

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***122.50 ***122.50

Re: Spacecoast Donuts, Inc.


Dear Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above referenced corporation. We also enclose herewith our firm's check in the amount of \$122.50.

Would you please be so kind as to file the enclosed incorporation and return a certified copy of the Articles to the undersigned.

Thank you for your prompt attention in this matter.

Yours very truly,


James P. Panico

JPP/sr
Enc.

PH 11/7/96

ARTICLES OF INCORPORATION

OF

SPACECOAST DONUTS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, heroby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is SPACECOAST DONUTS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily conducted with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary or profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation shall be 10725 E. Colonial Drive, Orlando, FL 32817. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

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

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Kevin Small, 9743 Taddersall Ave., Orlando, FL 32817

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u># OF SHARES</u> | <u>AMOUNT</u> |
|-------------|---|--------------------|---------------|
| Kevin Small | 9743 Taddersall Ave. Orlando, FL 32817 | 1,000 | \$1,000.00 |

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.

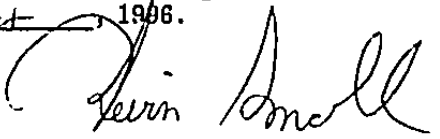
ARTICLE XI - REGISTERED AGENT

The Registered Agent of this corporation shall be Kevin Small, 9743 Taddersall Ave., Orlando, FL 32817.

ARTICLE XII - 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 a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

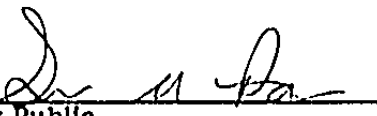
IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30 day of oct, 1996.


Kevin Small, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgements in the State and County aforesaid personally appeared KEVIN SMALL, well known to me to be the person described in the foregoing instrument or who has produced _____ as identification, and acknowledged before me that he/she executed the same for the purposes expressed therein, and who did/did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 30 day of Oct, 1998.



Notary Public
Print Name: Susan A. Rawson



SUSAN A RAWSON
My Commission CC380308
Expires Mar. 30, 1999
Bonded by FIAI
800-424-1885

SPACECOAST DONUTS, INC.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that SPACECOAST DONUTS, INC., qualified to do business under the laws of the State of Florida, with its principal office located at 10725 E. Colonial Drive, Orlando, 32817, County of Orange, State of Florida, has appointed Kevin Small, at 9743 Taddersall Ave., Orlando, 32817, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as resident agent for said corporation.

Dated: Oct 30, 1996.



Kevin Small, Registered Agent