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RAFAELA ROBLES
Attorney at Law

96 DEC -5 AM 11:39

10518 Spring Hill Dr.
Spring Hill, FL 34608

Telephone: (352) 688-8070
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 1996

Florida Dept. of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Lucille's Pastry Shoppe, Inc.

Dear Sir/Madam:

Enclosed hereto please find Articles of Incorporation, check in the amount of \$122.50 for filing fee and a self-addressed U P S envelope so that you may return the said articles as soon as they are filed.

Your prompt attention to this matter will be greatly appreciated.

Sincerely,

Rafael A. Robles

RAR/mr

12/5/96

ARTICLES OF INCORPORATION

OF

LUCILLE'S PASTRY SHOPPE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation shall be:

LUCILLE'S PASTRY SHOPPE, INC.

**ARTICLE II
PLACE OF BUSINESS**

The principal place of business of this corporation shall be 5394 Spring Hill Drive, Spring Hill, Florida 34606.

**ARTICLE III
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1.00 par value per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 10518 Spring Hill Dr., Spring Hill, Florida 34608, and the initial registered agent of this Corporation at such office shall be Rafael A. Robles, Esq. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping open for service of process.

ARTICLE VI
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase from any other stockholder willing to sell his/her stocks, at prices, terms and conditions that shall be fixed by the Board of Directors on an annual basis, and if no such determination as to value is reached by the board, at the prices set by an independent appraiser by the Board of Directors.

Upon death of stockholder the surviving stockholders shall have preemptive rights and/or first option to purchase the stocks from the estate of the decedent pursuant to the prices, terms and conditions determined by the procedure established hereinabove.

In the alternative, the corporation shall purchase life insurance policies on behalf of the stockholders and upon the death of a stockholder, the proceeds of said insurance policy payable to the designated beneficiaries will be deemed to be sufficient payment for the common stocks shares of the deceased shareholder and his/her estate shall, through its personal representative, executor, trustee or known legal heirs, surrender to the corporation the decedant's certificates.

ARTICLE VIII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
LUCILLE CAMPISI	8280 Philatelic Dr., Spring Hill, Fl 34606
MARILYN TINE	2399 Gallagher Ave., Spring Hill, Fl 34606
FRANK TINE	2399 Gallagher Ave., Spring Hill, Fl 34606

**ARTICLE X
INCORPORATORS**

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

<u>NAME</u>	<u>ADDRESS</u>
LUCILLE CAMPISI	8280 Philatelic Dr., Spring Hill, Fl 34606

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on
this 4th day of December, 1996.


LUCILLE CAMPISI

STATE OF FLORIDA
COUNTY OF HERNANDO

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The foregoing Articles of Incorporation of Lucille's Pastry Shoppe, Inc., were acknowledged before me this 4th day of December, 1996 by Lucille Campbell, who has produced Doris L. Laine as identification and who did not take oath.



Mary F. Fortier
NOTARY PUBLIC
MARY F. FORTIER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LUCILLE'S PASTRY SHOPPE, INC. at the place designated in the Articles of Incorporation, Rafael A. Robles, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

At Hernando County, Florida, this 4th day of December, 1996.

Rafael A. Robles
RAFAEL A. ROBLES, ESQ.