

P96000099815

ROBERT C. PORTER
1760 BENT WAY COURT
ORLANDO, FL 32818
(407) 578-7185

FILED
96 DEC 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 21, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

500001917025
-08/08/96--01098--004
****122.50 ****122.50

Re: R & B's Pretzels, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	\$ 35.00
	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

Robert C. Porter

Robert C. Porter

RP:sp
Enclosure

mallard.ai

Robert C. Porter *same*
ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 12-11-96 BY [signature]

505
8/12/96
WFB-16740
12-11-96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 DEC 11 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 12, 1996

ROBERT C. PORTER
1760 BENT WAY COURT
ORLANDO, FL 32818

SUBJECT: R & B'S PRETZELS, INC.
Ref. Number: W96000016740

We have received your document for R & B'S PRETZELS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00038206

Inisuant to my convelsation with you, the
name already contains "Inc." Please
call w/ any further questions 407-296-4434.

ARTICLES OF INCORPORATION
OF

R & B's PRETZELS, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is R & B's PRETZELS, INC.

Article II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of .01 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and
Agent

The street address of the initial registered office of this corporation is 8007 Old Town Drive, Orlando, Florida 32819, and the name of the registered agent of this corporation at that address is Robert C. Porter. The principal place of business and the mailing address of this corporation is 8007 Old Town Drive, Orlando, Florida 32819.

Article VI - Initial Board of Directors

This corporation shall have two (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 names and addresses of the initial directors of this corporation are:

Robert C. Porter, 1760 Bent Way Court, Orlando, FL 32818

Robert E. Porter, 8007 Old Town Drive, Orlando, FL 32819

Article VII - Incorporator

The name and address of the person signing these Articles is Robert C. Porter.

Article VIII-By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI - Indemnification

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ^{July 2} ~~June 21~~, 1996.

Robert C. Porter
Robert C. Porter

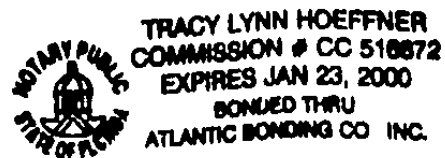
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert C. Porter, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this June 21, 1996.

Tracy L. Hoeffner July
Notary Public (State of Florida
at Large.

My commission expires:



STATE OF FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

R & B'S PRETZELS, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 8007 Old Town Drive, Orlando, Florida 32819, has named Robert C. Porter, located at 8007 Old Town Drive, Orlando, Florida 32819, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Robert C. Porter
Registered Agent

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