

P9700000 8556



ACCOUNT NO. : 072100000032

REFERENCE : 239089 4329479

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pigott

ORDER DATE : January 28, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 239089-005

800002071418--6

CUSTOMER NO: 4329479

CUSTOMER: Robin K. Graham, Legal Asst
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: NUTTY BAVARIAN CO-BRANDING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

Rmc
1/29/97

FILED
97 JAN 28 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
55 JUN 28 PM 12:12
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NUTTY BAVARIAN CO-BRANDING, INC.

FILED
97 JAN 28 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the corporation is NUTTY BAVARIAN CO-BRANDING, INC. ("Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The principal office address and the mailing address of the Corporation is 791 First Street, Altamonte Springs, Florida 32701.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 791 First Street, Altamonte Springs, Florida 32701. The name of the registered agent at such address is John E. Mautner.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock ("Common Stock") at \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jeffery Q. Jonasen	200 South Orange Avenue Suite 2300 Orlando, Florida 32801-3432

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
John E. Mautner	791 First Street Altamonte Springs, FL 32701
Luann Mautner	791 First Street Altamonte Springs, FL 32701

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 16th day of January, 1997.

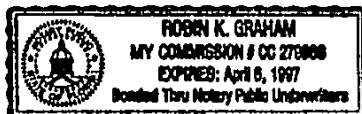
INCORPORATOR

Jeffery Q. Jonassen
Jeffery Q. Jonassen

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16th day of January, 1997, by Jeffery Q. Jonassen, as the Incorporator of Nutty Bavarian Co-Branding, Inc. He is personally known to me or has produced N.A. as identification and did (did not) take an oath.

(NOTARY SEAL)



Robin K. Graham
(Notary Signature)
Robin K. Graham
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC 279668

REGISTERED AGENT CERTIFICATE

FILED

97 JAN 28 AM 10:55


In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute, to the Secretary of State, Tallahassee, Florida.

That NUTTY BAVARIAN CO-BRANDING, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named John E. Mautner, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with Section 607.0501, Florida Statutes.

REGISTERED AGENT



John E. Mautner

DATED: January 21, 1997