

P97000022071
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ATTORNEY AT LAW

214-A NORTH THIRD STREET
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REPLY TO:
POST OFFICE BOX 491635
LEESBURG, FLORIDA 34749-1635

March 3, 1997

3/3/97

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

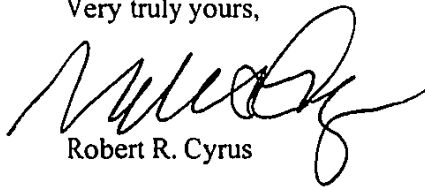
000002104580--2
-03/05/97--01039--009
*****122.50 *****122.50

Re: PATISSERIE HANDAL, INC.

Dear Sir:

Enclosed please find proposed Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 to cover cost of filing fee and the return of one certified copy to me at the above address.

Very truly yours,


Robert R. Cyrus

RRC/bl
Enclosures

3/11/97
TB

FILED
97 MAR -5 PM 2:37
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PATISSERIE HANDAL, INC.**

ARTICLE I. NAME

3/3/97

The name of this corporation is PATISSERIE HANDAL, INC. The principal place of business is 912 S. Center Street, Eustis, Florida, 32726. The mailing address is the same.

ARTICLE II. DURATION

This corporation shall begin its existence 3-3-97.

FILED
MAR -5 PM 2:38
STATE
FLORIDA

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and 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:

SEVEN THOUSAND FIVE HUNDRED (7,500.00) Shares
of Common Stock having a Nominal or Par Value
One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 214-A North Third Street, Leesburg, Florida, 34748, and the name of the initial registered agent of this corporation at that address is **Robert R. Cyrus**.

ARTICLE VII. 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 (1) nor more than three (3). The names and addresses of the initial directors of this corporation are:

NAME

JAMAL B. M. HANDAL

VICTOR B. M. HANDAL

ADDRESS

912 S. Center Street
Eustis, FL 32726

912 S. Center Street
Eustis, FL 32726

ARTICLE VIII. INCORPORATOR

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

NAME

HILDA P. ROSE

ADDRESS

912 S. Center Street
Eustis, FL 32726

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. 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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of February, 1997.



HILDA P. ROSE

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 21st day of February, 1997 by **HILDA P. ROSE**, Incorporator to these Articles of Incorporation.

Fay Stephens Crews

Notary Public

My Commission Expires

OFFICIAL NOTARY SEAL
FAY STEPHENS CREWS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC475164
MY COMMISSION EXP. JUNE 21, 1998

FILED
97 MAR -5 PM 2:38
TALLAHASSEE
FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent, I hereby accept the duties and obligations of
Section 607.325, Florida Statutes.

Robert R. Cyrus
ROBERT R. CYRUS