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Bradenton, Florida 34205
941-745-3501

March 26, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation - PRICELESS DONUTS, INC.

Gentlemen:

Please find enclosed herewith, Articles of Incorporation which I request be filed. Also enclosed is a check in the amount of \$122.50 to pay the filing fees and costs and for one (1) certified copy of the Articles after they are filed.

Please return the certified copy to this office.

Thank you for your attention to this matter and I am,

Very truly yours,


William E. Lowe

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRICELESS DONUTS, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, all being natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLES I. NAME

THE NAME of this Corporation shall be: PRICELESS DONUTS, INC.

THE PRINCIPAL place of business of this Corporation initially shall be 2608 14th Street, W., Bradenton, Florida 34205.

ARTICLE II. DURATION

THE EXISTENCE of this Corporation shall be in perpetuity.

ARTICLE III. PURPOSE

THE CORPORATION is organized for the purpose of the engaging in the business of manufacturing and selling donuts to the public and any other lawful business.

THIS CORPORATION shall also do any lawful business in the State of Florida and in the United States of America and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION is authorized to issue 1000 shares of \$.01 par value common stock, which shall be designated "common shares".

ARTICLE V. POWERS

THIS CORPORATION shall have the following powers:

1. All powers given to the Corporation under Florida Statute 607 in its present form or as it may be hereinafter amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy all powers necessary and proper to effectuate the purpose of this Corporation.

2. To sue and be sued, complain and defend in its corporate name and in all action or proceedings.

3. To have or use a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligations of, or otherwise assist any officer or other employee of the Corporation or of a subsidiary, including any officer employee who is a director of the Corporation or of a subsidiary whenever, in the judgment of the directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. Any loan so

authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the power granted by this act within or without the State of Florida.

11. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of the State of Florida,

for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI. STOCKHOLDER RIGHTS

EACH HOLDER of common stock that has been properly issued and is then currently outstanding shall have the right to participate ratably in the earnings by way of dividends, when, as and if declared by the directors, usually in the exercise of their discretion, out of legally available funds. Moreover, each share has the right to participate in the net assets (after satisfying liabilities to creditors) upon liquidation and the right to participate ratably in the control of the Corporation by one vote (non-cumulative) per share. Except as otherwise provided by law, the entire voting power for the election of directors and for all

other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII. 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 a pro rata share of any new issue. Such preemptive rights must be exercised in writing within thirty (30) days after written notice of the existence of said new issue is sent to the shareholders.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

THE STREET address of the initial registered office of the Corporation is 2608 14th Street W., Bradenton, Florida and the initial Registered Agent is David R. Price.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

THIS CORPORATION shall have two (2) Directors initially. The maximum numbers of directors of this Corporation shall be three (3) and the number of Directors may either increase or decrease from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

David R. Price, 7815 Ontario Circle, Sarasota, Florida 34234

Kelly L. Price, 7815 Ontario Circle, Sarasota, Florida 34243,

ARTICLE X. INCORPORATORS

THE NAMES AND addresses of the persons signing these Articles of Incorporation are: David R. Price, 7815 Ontario Circle, Saraosta, Florida 34243.

ARTICLE XI. SPECIAL MEETINGS

SPECIAL MEETINGS of shareholders may be called by the directors and the holder of not less than one-third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the shareholders as may be authorized in the By-Laws.

ARTICLE XII. POWERS RESTRICTED

THIS CORPORATION shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of stockholders of the outstanding and issued stock at any regular or specially called stockholders meetings.

ARTICLE XIII. INDEMNIFICATION

THE CORPORATION shall indemnify any officer or directors or any former officer or director, to the full extent permitted by law. Any transaction between the Corporation and another shall not be affected because one or more of the stockholders or directors has a personal interest in the transaction or in connection with such other person.

ARTICLE XIV. AMENDMENT OF ARTICLES

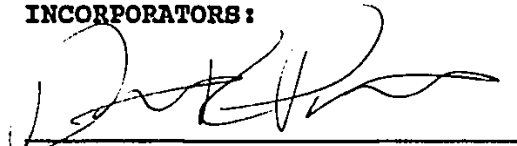
THE ARTICLE of Incorporation shall be amended from time to time by a majority vote of shareholders at the annual stockholders meeting or at any special stockholders meeting. The notice for annual or special stockholders meeting is required only to state that the Articles of Incorporation are to be amended at the noticed meeting. The Articles of Incorporation may be amended without

notice when a majority of stockholders are present in person at any annual or special stockholders meeting. If the majority of stockholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles of Incorporation.

ARTICLE XV. AMENDMENT OF BY-LAWS

THE BY-LAWS of this Corporation shall be amended from time to time by the directors of the Corporation by majority vote at any specially called or annual directors meeting or shall be amended at any annual or special stockholders meeting. Specific notice at any directors or stockholders meeting in which an amendment to the By-Laws is to be made shall not be required to be given as to any proposed amendment thereof.

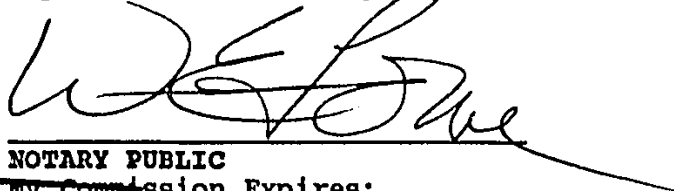
INCORPORATORS:



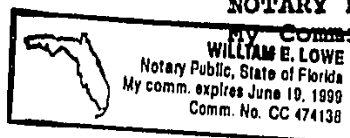
DAVID R. PRICE

STATE OF FLORIDA:
COUNTY OF MANATEE:

26 THE FOREGOING instrument was acknowledged before me on this _____ of MARCH, 1997, by David R. Price, whose identity was established by current Florida driver license, and who acknowledged under oath that they executed the foregoing Articles for the purpose set forth.



NOTARY PUBLIC



APPROVED
AND
FILED

DESIGNATION OF REGISTERED AGENT

PURSUANT to Florida Statutes, the following, submitted in compliance with said act: That PRICELESS DONUTS, INC., desiring to organize under the laws of the State of Florida with its principal office and its Registered Office both as indicated in the Articles of Incorporation, in the County of Manatee, State of Florida, has named David R. Price, 2608 14th Street W., Bradenton, Florida 34205, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

HAVING been named to accept service of process for the above stated Corporation, at the time and place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act, relative to keeping open said office.

REGISTERED AGENT:



DAVID R. PRICE
2608 14th Street W.
Bradenton, Florida 34205

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA