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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOUTH FLORIDA PRETZEL OF KIEV, INC.

AUDIT NUMBER.....H97000012733

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PRETZEL OF KIEV, INC.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is
SOUTH FLORIDA PRETZEL OF KIEV, INC.

whose principal address is : 4725 N.W. 1st Place, Deerfield Beach, Fl 34442

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation.
This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for
which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common
stock.

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934951
(954)480-9691

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is :

SVETLANA TERPAI
4725 N.W. 1st Place
Deerfield Beach, Fl 33442

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director 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 name and address of the Initial Director of this corporation is:

Susil Dhar
4725 N.W. 1st Place
Deerfield Beach, Florida 33442

ARTICLE VII
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934931

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**ARTICLE VII
INCORPORATOR**

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

NAME

ADDRESS

Susil Dhar

4725 N.W. 1st Place
Deerfield Beach, Florida 33442

**ARTICLE VIII
INDEMNIFICATION**

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

**ARTICLE IX
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 25th day of JULY, 1997.

x 
Susil Dhar

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934951

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NOTARIZATION

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared SUSIL DHAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforementioned, this 25 day of JULY, 1997.


NOTARY PUBLIC

My Commission expires:



LISA J. MERRITT
My Comm Exp. 3/07/98
Bonded By Service Ins
No. CC353491

1) Previously Known as Lisa D. DL

Brian P. O'Sullivan, Esq.
1601 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934951

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:**

In pursuance of Section 48.091 and Section 607.034 (3), Florida Statutes, the following is
submitted in compliance with said Sections:

SOUTH FLORIDA PRETZEL OF KIEV, INC., desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Certificate of Incorporation, at the
City of Deerfield Beach, County of Broward, State of Florida, has named SVETLANA
TERPAI located at 4725 N.W. 1st Place, Deerfield Beach, Florida 33442 1215 S.E. 7th Street,
Deerfield Beach, County of Broward, State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said office.


SVETLANA TERPAI
REGISTERED AGENT

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934931

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