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ACCOUNT NO. : 072100000032

REFERENCE : 537604 9969A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 22, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 537604-005

CUSTOMER NO: 9969A

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-09/22/97--01057--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Scott W. Dunlap, Esq  
DUNLAP MORAN ROKNICH & GIBSON,  
P.A.  
Suite 700  
1819 Main Street  
Sarasota, FL 34236

DOMESTIC FILING

NAME: JGT PRETZELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED  
97 SEP 22 PM 12:16  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
97 SEP 22 AM 10:47  
DIVISION OF CORPORATION

SN SEP 22 1997.

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ARTICLES OF INCORPORATION

OF

JGT PRETZELS, INC.

FILED

97 SEP 22 PM 12:16

SEC. STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

JGT PRETZELS, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 A.M. on the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 949 Alameda Way, Sarasota, FL 34234.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 949 Alameda Way, Sarasota, FL 34234, and the Registered Agent at such office is ANN D. ROONEY.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Ann D. Rooney	949 Alameda Way Sarasota, FL 34234

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Ann D. Rooney	949 Alameda Way Sarasota, FL 34234

The undersigned has executed these Articles this 19<sup>th</sup> day of September, 1997.

Ann D. Rooney  
ANN D. ROONEY  
Incorporator

Having been named as Registered Agent and to accept service of process for JGT PRETZELS, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

9/19/97  
Date

Ann D. Rooney  
ANN D. ROONEY  
Registered Agent

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SEP 22 PM 12:16  
SARASOTA  
FL 34234