

P97000093557

TRANSMITTAL LETTER

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

SUBJECT: MA'S DONUTS N' DELI INC.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
11-1-97

000002334270--2
-10/30/97-01096--001
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RENE ALEQUIN
Name (Printed or typed)

2530 SUNRISE DRIVE S.E.
Address

ST. PETERSBURG, FL 33705
City, State & Zip

(813) 823-8449
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 30 AM 9:45

FILED

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE

11-1-97

FILED

ARTICLES OF INCORPORATION 97 OCT 30 AM 9:45

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MA'S DONUTS N' DELI, INC.

ARTICLE I

NAME

The name of this corporation is Ma's Donuts n' Deli, Inc.

ARTICLE II

PRINCIPLE OFFICE

The principle office of this corporation and the mailing address of this corporation is 12682 Starkey Road, Largo, Florida 33773.

ARTICLE III

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of November 1, 1997.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Andre' Rivard, 3518 14th Street North, St. Petersburg, Florida 33704.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are as follows:

Michael Carey	Andre' Rivard
12682 Starkey Road	12682 Starkey Road
Largo, Florida 33773	Largo, Florida 33773

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Rene Alequin, 2530 Sunrise Drive Southeast, St. Petersburg, Florida 33705.

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.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

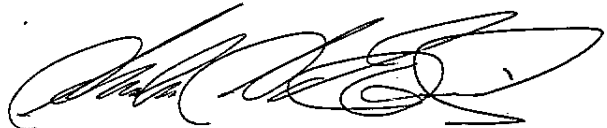
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 27th day of October, 1997.


Rene Alequin
INCORPORATOR

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept appointment as Registered Agent of Ma's Donuts n' Deli, Inc. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes 607.0505.



Andre' Rivard
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA