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Charter Number Only

11/6/97  
Requestor's Name PBR  
Address  
City State ZIP Phone

VALIDATION ONLY

FILED  
97 NOV -7 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

MR. B's of Boynton Beach, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

RECEIVED  
97 NOV -7 AM 12  
DIVISION OF CORPORATION

K. Rolfe NOV 7 1997

Empire Toll Free: 1-800-432-3028

CERTIFICATE OF INCORPORATION  
OF  
MR. B'S OF BOYNTON BEACH, INC.

FILED  
97 NOV -7 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT, WITH THE POWERS, RIGHTS, PRIVILEGES AND IMMUNITIES HEREINAFTER MENTIONED, AND WE HEREBY MAKE, SUBSCRIBE, AND ACKNOWLEDGE AND FILE WITH THE SECRETARY OF STATE OF FLORIDA THIS CERTIFICATE OF INCORPORATION; AND TO THAT END WE DO, BY THIS CERTIFICATE, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS: MR. B'S OF BOYNTON BEACH, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL THINGS ALLOWED AND PERMITTED TO BE DONE BY CORPORATIONS UNDER THE STATUTES OF THE STATE OF FLORIDA, AND TO DO ANY AND ALL OF THE THINGS HEREINAFTER MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, TO-WIT:

(A) RETAIL COOKIE SALES

(B) TO SUBSCRIBE FOR, INVEST IN, PURCHASE OR OTHERWISE ACQUIRE, TO OWN, HOLD, SELL, EXCHANGE, PLEDGE, OR OTHERWISE DISPOSE OF, SECURITIES OF EVERY NATURE AND KIND, INCLUDING, WITHOUT LIMITATION, ALL TYPES OF STOCKS, BONDS, DEBENTURES, OR OBLIGATIONS OR EVIDENCES OF INDEBTEDNESS OR OWNERSHIP OR PARTICIPATION ISSUED OR CREATED BY ANY AND ALL ASSOCIATION, TRUSTS, OR CORPORATIONS, PUBLIC OR PRIVATE, WHETHER CREATED, ESTABLISHED OR ORGANIZED UNDER THE LAWS OF THE UNITED STATES, ANY OF THE STATES, OR ANY TERRITORY OR DISTRICT OR COLONY OR POSSESSION THEREOF, OR UNDER THE LAWS OF ANY FOREIGN COUNTRY, AND ALSO FOREIGN AND DOMESTIC GOVERNMENT AND MUNICIPAL OBLIGATIONS, BANK ACCEPTANCES, COMMERCIAL PAPER AND SECURED CALL LOANS; TO PAY FOR THE SAME IN CASH OR PROPERTY OR BY THE ISSUE OF STOCK, BONDS OR NOTES OF THIS CORPORATION OR OTHERWISE; AND WHILE OWNING OR HOLDING ANY SUCH SECURITIES, TO EXERCISE ALL THE RIGHTS, POWERS, AND PRIVILEGES OF A STOCKHOLDERS OR OWNER, INCLUDING THE RIGHT TO TRANSFER AND CONVEY THE SAID STOCK OR OTHER SECURITIES TO ONE OR MORE PERSONS, FIRMS, ASSOCIATIONS OR CORPORATIONS SUBJECT TO VOTING TRUSTS OR OTHER AGREEMENTS PLACING IN SUCH PERSONS VOTING OR OTHER POWERS IN RESPECT OF SAID STOCKS OR OTHER SECURITIES; TO BORROW MONEY OR OTHERWISE OBTAIN CREDIT AND TO SECURE THE SAME BY MORTGAGING, PLEDGING OR OTHERWISE SUBJECTING AS SECURITY THE ASSETS OF THIS CORPORATION.

(C) TO BUILD, ERECT, CONSTRUCT, PURCHASE, HIRE OR OTHERWISE ACQUIRE, OWN, PROVIDE, ESTABLISH, MAINTAIN, HOLD, WORK, DEVELOP, SELL, CONVEY, LEASE, MORTGAGE, EXCHANGE, IMPROVE AND OTHERWISE DEAL IN AND DISPOSE OF REAL ESTATE AND REAL PROPERTY AND ALL OTHER KINDS OF PROPERTY OF WHATSOEVER NATURE, WHETHER REAL, PERSONAL OR MIXED, OR ANY INTERESTS OR RIGHTS THEREIN WITHOUT LIMITS AS TO AMOUNTS; TO BUY, SELL, ASSIGN,

CONVEY AND CANCEL LIENS UPON PERSONAL PROPERTY AND REAL ESTATE OF EVERY KIND AND NATURE WHATSOEVER; TO ACT AS BROKER OR AGENT FOR THE PURCHASE, SALE, LEASING AND MANAGEMENT OF REAL ESTATE, AND THE NEGOTIATING OF LOANS THEREON; TO BORROW AND LEND MONEY AND TO NEGOTIATE LOANS; TO DRAW, ENDORSE, ACCEPT, DISCOUNT AND DELIVER BILLS OF EXCHANGE, PROMISORY NOTES, BONDS, DEBENTURES, AND OTHER NEGOTIABLE INSTRUMENTS OF WHATSOEVER NATURE, AND SECURE THE SAME BY MORTGAGE ON ITS PROPERTY OR OTHERWISE; TO ISSUE ON COMMISSION, SUBSCRIBE FOR, TAKE, ACQUIRE, HOLD, EXCHANGE AND DEAL IN SHARE, STOCKS, BONDS, OBLIGATIONS, OR SECURITIES OF ANY GOVERNMENT OR AUTHORITY, INDIVIDUAL OR CORPORATION.

(D) TO CARRY ON THE BUSINESS OF A HOLDING COMPANY AND PURCHASE AND ACQUIRE ANY MERCANTILE OR COMMERCIAL BUSINESS, TRADE OR ENTERPRISE PERMITTED BY THE LAWS OF THE STATE OF FLORIDA, AND TO OWN, HOLD, OPERATE, AND MAINTAIN, USE, SELL, OR OTHERWISE DISPOSE OF THE SAME; TO ENTER INTO OR ENGAGE IN ANY SUCH BUSINESS, TRADE, OR ENTERPRISE.

(E) TO MAKE AND CARRY OUT CONTRACTS FOR BUILDING, ERECTING, IMPROVING AND REPAIRING BUILDINGS, STRUCTURES, IMPROVEMENTS, WAREHOUSES, DOCKS, BRIDGES, BULKHEADS, SEA WALLS, FILLS, AND STRUCTURES OF EVERY KIND AND NATURE WHATSOEVER; TO BUILD, CONSTRUCT OR REPAIR ROADS, BRIDGES, WHARVES, SEA WALLS, SIDEWALKS, DITCHES, DRAINS, BULKHEADS AND IN CONNECTION THEREWITH, TO USE ANY APPLIANCE OR APPLIANCES, DREDGE OR EQUIPMENT OF WHATSOEVER NATURE FOR THE PURPOSE OF SO DOING; TO CARRY ON IN ANY AND ALL OF ITS RESPECTIVE BRANCHES AND THE BUSINESS OF GENERAL CONTRACTING OF WHATSOEVER NATURE; TO OWN AND OPERATE BOATS, BOATLINES, BRIDGES, AND DREDGES; TO MAKE, DEEPEN OR WIDEN CHANNELS OR CANALS; TO FILL IN LOW GROUND, TO BUY, SELL, MANUFACTURE, TRADE AND DEAL IN MACHINERY, TOOLS, AND IN STEEL, IRON, PLASTER, GRANITE, IMPLEMENTS, STONE, BRICK, LUMBER, SHELL, SAND AND EVERY KIND OF BUILDING MATERIAL AND SUPPLIES WHATSOEVER; TO MAKE ALL MANNER OF RIVER AND HARBOR IMPROVEMENTS; TO ENGAGE IN THE BUILDING OF BUILDINGS AND REPAIRING OF VESSELS, SHIPS, BOATS, CRAFTS, AND TO DO ALL MANNER OF MARINE CONSTRUCTION.

(F) TO ENGAGE IN THE SALES AND COMMISSION BUSINESS IN THE REPRESENTATION OF FACTORIES, WHOLESALERS AND BUSINESSES WHICH REQUIRE THE USE AND SERVICES OF A SALES AND COMMISSIONS AGENCY, AND TO DO ALL THINGS NECESSARY IN CONNECTION WITH THE OPERATION OF A SALES AND COMMISSION AGENCY; AS WELL AS TO ENGAGE IN OTHER SIMILAR AND ALLIED BUSINESSES INCIDENTAL TO A SALE AND COMMISSION AGENCY, WHICH SAID AGENCY WILL OPERATE BOTH WITHIN AND WITHOUT THE CONTINENTAL LIMITS OF THE UNITED STATES OF AMERICA.

(G) TO OWN, CONDUCT, OPERATE AND MAINTAIN A STORE OR STORES OR DISTRIBUTION CENTERS, WAREHOUSES, LOFTS, LOTS, STORAGE CENTERS OR OTHER OUTLETS FOR THE PURPOSE OF MANUFACTURING, MAKING, BUYING, SELLING AND OTHERWISE DEALING IN BUILDING SUPPLIES AND EQUIPMENT INCIDENTAL TO THE CONSTRUCTION BUSINESS.

(H) TO OWN, BUY, SELL, LEASE, EXCHANGE OR OTHERWISE DEAL IN REAL ESTATE AND PERSONAL PROPERTY; TO MORTGAGE, SELL AND CONVEY THE SAME; TO NEGOTIATE, PURCHASE, HOLD AND SELL MORTGAGES, STOCKS, BONDS, AND OTHER SECURITIES AND PERSONAL PROPERTY; TO INVEST MONEY IN REAL ESTATE FOR ITSELF OR FOR OTHER PARTIES; TO BUILD, FURNISH, EQUIP, CONSTRUCT AND REPAIR BUILDINGS AND TO CARRY ON THE GENERAL CONTRACTING AND CONSTRUCTION BUSINESS; TO HAVE ALL THE POWERS CONFERRED UPON SUCH CORPORATION TO CARRY ON ANY BUSINESS IN CONNECTION WITH AND INCIDENT TO THE FOREGOING

UNDER THE LAWS OF THE STATE OF FLORIDA OR ANY OTHER STATE..

(I) GENERALLY, TO MAKE AND PERFORM CONTRACTS OF ANY KIND AND DESCRIPTION, AND FOR THE PURPOSE OF ATTAINING ANY OF THE OBJECTS OF THE CORPORATION, TO DO AND PERFORM ANY OTHER ACT OR THINGS, AND TO EXERCISE ANY AND ALL POWERS WHICH A CO-PARTNERSHIP OR NATURAL PERSON COULD DO AND EXERCISE, AND WHICH ARE NOW, OR HEREAFTER MAY BE AUTHORIZED BY: LAW, AND GENERALLY DO AND PERFORM ANY AND ALL THINGS NECESSARY OR INCIDENTAL TO THE PERFORMING OR CARRYING OUT OF THE POWERS HEREINABOVE SPECIFICALLY DELEGATED OR IMPLIED.

#### ARTICLE III

THE STOCK OF THIS CORPORATION SHALL BE DIVIDED INTO **FIVE HUNDRED** SHARES OF STOCK OF THE PAR VALUE OF **\$1.00 PER SHARE**, ALL OF ONE CLASS, NAMELY, COMMON STOCK, AND HAVING AN AGGREGATE PAR VALUE OF \$500.00. ALL SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS AT A MEETING CALLED FOR THE PURPOSE; PROPERTY, LABOR, OR SERVICES MAY BE PURCHASED OR PAID FOR WITH THE CAPITAL STOCK; AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS AT A MEETING CALLED FOR THAT PURPOSE.

#### ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE NO LESS THAN ONE THOUSAND DOLLARS.

#### ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE AT 801 NORTH CONGRESS AVENUE, SPACE 707, BOYNTON BEACH, FL 33435, WITH THE PRIVILEGE OF HAVING BRANCH OFFICES WITHIN AND WITHOUT THE STATE OF FLORIDA.

#### ARTICLE VI

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

#### ARTICLE VII

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THE CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR, OR UNTIL THEIR SUCCESSORS ARE CHOSEN, SHALL BE:

NO DIRECTORS UNTIL FIRST MEETING OF CORPORATION.

#### ARTICLE VII

THE NUMBER OF DIRECTORS SHALL BE: TWO

#### ARTICLE IX

THE NAMES AND POST OFFICE ADDRESSES OF THE PRESIDENT, SECRETARY, VICE PRESIDENT, AND TREASURER, WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED OR HAVE QUALIFIED ARE:

DAVID P. DUVALL                      PRESIDENT  
7213 72ND WAY  
WEST PALM BEACH, FL 33407

ROBERT J. DUVALL            VICE PRESIDENT  
7132 PINE TREE LANE  
WEST PALM BEACH, FL 33406

DAVID P. DUVALL            SECRETARY  
7213 72ND WAY  
WEST PALM BEACH, FL 33407

DAVID P. DUVALL            TREASURER  
7213 72ND WAY  
WEST PALM BEACH, FL 33407

ARTICLE X

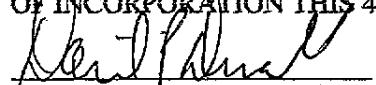
THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER AND THE  
NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE ARE:

DAVID P. DUVALL            400 SHARES  
7213 72ND WAY  
WEST PALM BEACH, FL 33407


ROBERT J. DUVALL            100 SHARES  
7132 PINE TREE LANE  
WEST PALM BEACH, FL 33406

TOTAL SHARES: FIVE HUNDRED  
ALL OF THE PROCEEDS OF WHICH WILL AMOUNT TO AT LEAST \$500.00

WE HAVE HEREUNTO SET OUR HANDS AND SEALS, AND ACKNOWLEDGED TO BE  
FILLED IN THE OFFICE OF THE SECRETARY OF STATE THE FOREGOING CERTIFICATE  
OF INCORPORATION THIS 4TH DAY OF NOVEMBER, 1997.



DAVID P. DUVALL, PRESIDENT, SECRETARY/TREASURER



ROBERT J. DUVALL, VICE PRESIDENT

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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:**

**FIRST THAT:** MR. B'S OF BOYNTON BEACH, INC.  
(NAME OF CORPORATION)

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOYNTON BEACH, STATE OF  
FLORIDA, HAS NAMED DAVID P. DUVALL (NAME OF REGISTERED AGENT) LOCATED  
AT 801 NORTH CONGRESS AVENUE, SPACE 707, CITY OF BOYNTON BEACH, STATE OF  
FLORIDA 33435, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

**SIGNATURE**   
(CORPORATE OFFICER)

**TITLE** PRESIDENT

**DATE:** 11/04/97

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.**

**SIGNATURE:**   
(REGISTERED AGENT)

**DATE:** 11/04/97

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TALLAHASSEE, FLORIDA