



ACCOUNT NO. : 072100000032

REFERENCE : 683900 7143953

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pigott

ORDER DATE : January 27, 1998

ORDER TIME : 2:33 PM

ORDER NO. : 683900-005

CUSTOMER NO: 7143953

300002413729--2

CUSTOMER: Mr. Walter M. Cummins Jr.
WALTER M. CUMMINS JR.

916 Guernsey Street

Orlando, FL 32804

DOMESTIC FILING

NAME: BOOKS & BREAD CAFE INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 9:04

RECEIVED
98 JAN 27 PM 3:47
DIVISION OF CORPORATION
86/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 9:05

ARTICLES OF INCORPORATION
OF
BOOKS & BREAD CAFE INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is: BOOKS & BREAD CAFE INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of general business, and the transacting of any or all lawful business, including but not limited to:

(a) the acquisition, management and sale of restaurants and related businesses

(b) Any other business enterprise legally permitted under the laws of the State of Florida whether related or unrelated to Article II paragraph "a" above.

(c) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(d) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness

as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IX - ADDRESS

The initial street address of the principal office of this corporation is to be at 719 W. Smith St. Orlando, Florida 32804. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE X - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws but shall never be less than one (1). The corporation shall have one director initially.

ARTICLE XI - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

Walter M. Cummins Jr. 916 Guernsey St. Orlando, Florida 32804

ARTICLE XII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

Walter M. Cummins Jr. 916 Guernsey St. Orlando, Florida 32804

ARTICLE XIII - STOCK

The Corporation, and its Directors shall be authorized to issue up to 200 shares of stock with no Par Value.

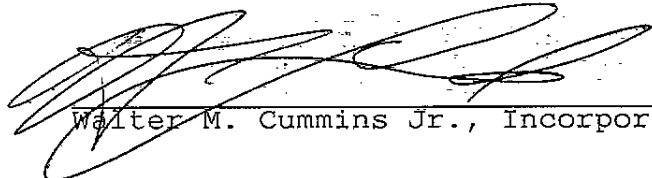
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 9:05

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation are:

Walter M. Cummins Jr. 916 W. Smith St. Orlando, Florida 32804

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of January 1998.


Walter M. Cummins Jr., Incorporator

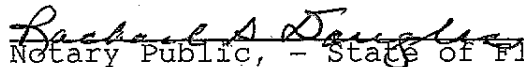
STATE OF FLORIDA
COUNTY OF Orange

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Walter M. Cummins Jr. known by me to be the person described as the Incorporators herein or who presented the following picture ID.

Florida C-552-913-51-271-0 and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 26TH day of JANUARY 1998.

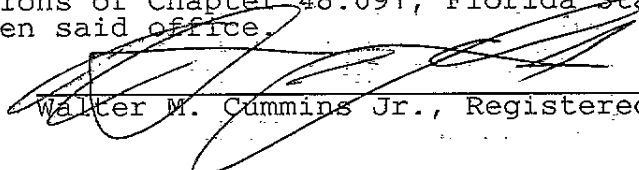

Rachael S. Douglas
My Commission CC677750
Expires September 7, 2001
(Notary Seal)


Notary Public, - State of Florida

My commission Expires: 9/7/01

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Walter M. Cummins Jr., Registered Agent