

P98000016459

500 35th Street
West Palm Beach, Florida 33407
(561) 848-3712

February 17, 1998

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

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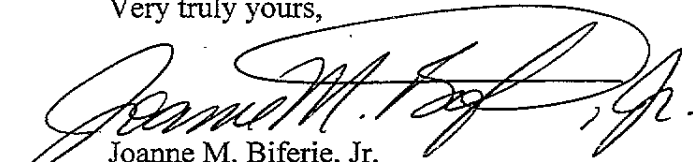
RE: The Beagle Barkery, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Joanne M. Biferie, Jr.
The Beagle Barkery, Inc.

FILED
98 FEB 19 PM 4:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Mailing Address of Corporation:
500 35th Street
West Palm Beach, Florida 33460
(561) 848-3712

Joanne GAVE
AUTHORIZATION BY PHONE TO
CORRECT Incorporator -
DATE 2-20-98
DOC. EXAM. hmm

2-19-98
hmm

ARTICLES OF INCORPORATION
OF
THE BEAGLE BARKERY, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: THE BEAGLE BARKERY, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers

granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 500 35th Street, West Palm Beach, Florida 33407. The registered office of this corporation is:

500 35th Street, West Palm Beach, Florida 33407.

The name of the initial registered agent of this corporation at that address is: JOANNE M. BIFERIE, JR.

ARTICLE VII

DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MICHELLE J. BIFERIE
2469 Waterside Drive
Lake Worth, FL 33461

JOANNE M. BIFERIE, JR.
500 35th Street
West Palm Beach, FL 33407

ARTICLE VIII

INCORPORATOR

The name of the incorporator is:

JOANNE M. BIFERIE, JR.

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

President:	MICHELLE J. BIFERIE
Vice President:	JOANNE M. BIFERIE, JR.

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

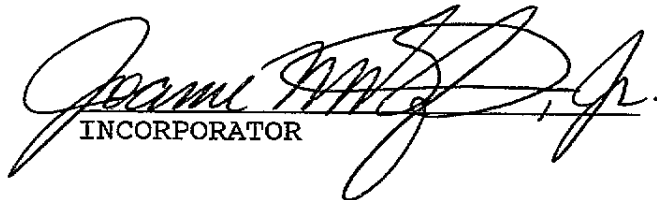
Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 16th
day of February, A.D., 1998.

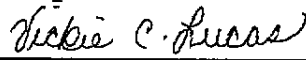

INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

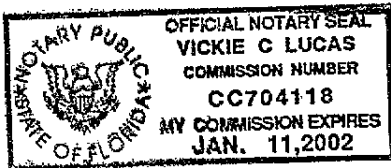
On this 16th day of February, A.D., 1998,
before me, a Notary Public for the State of Florida the under-
signed officer personally appeared JOANNE M. BIFERIE, JR., known to
me to be the person whose name is subscribed to in the within
instrument, and acknowledges he executed the same for the purposes
therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

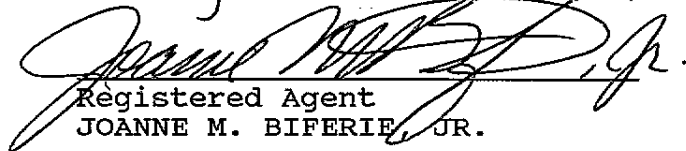
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 16th day of February, 1998.


Registered Agent
JOANNE M. BIFERIE, JR.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA