

LAW OFFICES
of
ROBERT D. CARREIRO

3137 49th Street North
St. Petersburg, Florida 33710

(813) 527-8772

P98000024627

EFFECTIVE DATE
3-11-98

March 11, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: WALT'S SNACK SHOP, INC.

700002457557--6
-03/16/98--01011--012
****122.50 ****122.50

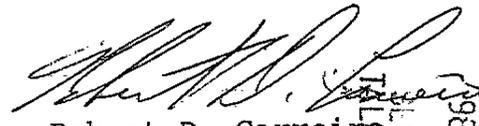
Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$122.50.

Once the articles have been certified, please forward the certified articles back to this office.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Sincerely,


Robert D. Carreiro

Enclosures

FILED
98 MAR 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS
3-17-98

ARTICLES OF INCORPORATION
OF
WALT'S SNACK SHOP, INC.

EFFECTIVE DATE
3-11-98

FILED
98 MAR 16 AM 8:53
TALLAHASSEE, FLORIDA

The undersigned, subscriber(s), natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts, the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the proposed corporation is WALT'S SNACK SHOP, INC. The address of the Corporation is 13333 Ridge Road, Building 1505, Largo, Florida, 33778.

ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE THREE - EXISTENCE

The corporation is to exist perpetually and shall begin its existence as of the date of the signing of these Articles of Incorporation.

ARTICLE FOUR - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares of common stock at par value of One Dollar (\$1.00) per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each

share of common stock shall represent one vote. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is:

13333 Ridge Road, Building 1505, Largo, Florida 33778. The name of the registered office agent to accept service of process is Walter G. Schumacher of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The name and address of the incorporators is:

Walter G. Schumacher
13333 Ridge Road
Building 1505
Largo, Florida 33778

ARTICLE SEVEN - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors composed of one or more directors. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is:

Walter G. Schumacher
13333 Ridge Road
Building 1505
Largo, Florida 33778

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate, this 11 day of March, 1998,
A.D.


WALTER G. SCHUMACHER

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared
WALTER G. SCHUMACHER well known to be the person(s) described in
and who executed the foregoing Articles of Incorporation, and who
acknowledged before me that he executed the same for the uses and
purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg,
in the County and State last aforesaid, this 11 day of
March A.D., 1998.



ROBERT D. CARREIRO
My Commission CC457720
Expires May. 01, 1999
Bonded by HAI
800-422-1556

Robert D. Carreiro
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PRO-
CESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

That WALT'S SNACK SHOP, INC., desiring to organize under
the State of Florida, with its registered office at 13333 Ridge
Road, Building 1505, Largo, Florida, 33778 has named Walter G.
Schumacher at 13333 Ridge Road, Building 1505, Largo, Florida
33778 as its registered agent to accept service in this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


WALTER G. SCHUMACHER
Registered Agent

FILED
98 MAR 16 AM 8:53
SELECTIONS STATE
TALLAHASSEE, FLORIDA