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OVERSTREET, MILES, RITCH & CUMBIE, P. A

ATTORNEYS AT LAW

100 Church Street
Kissimmee, Florida 34741

MAY -4 PM 1:10

MURRAY OVERSTREET
STEVE MILES
JOHN B. RITCH
FRED H. CUMBIE, II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KISSIMMEE: 407 847-5151
ST. CLOUD: 407 892-7171
FACSIMILE: 407 847-3353

April 28, 1998

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

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-05/05/98--01003--001

*****70.00 *****70.00

SUBJECT: Sip N Dip Donut Shop, Inc.

(Proposed corporate name - must include suffix)

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

X \$70.00
Filing Fee

 \$78.75
Filing Fee
& Certificate

 \$122.50
Filing Fee &
Certified Copy
(Additional Copy
Required)

 \$131.25
Filing Fee, Certified
Copy & Certificate
(Additional Copy
Required)

FROM: Fred H. Cumbie, II, Esquire
Name (Printed or typed)

100 Church Street
Address

Kissimmee, FL 34741
City, State & Zip

(407) 847-5151
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -4 PM 1:10

FILED

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

P. Hall

MAY -5 1998

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ARTICLES OF INCORPORATION

OF

SIP N DIP DONUT SHOP, INC.

FILED
98 MAY -4 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Sip N Dip Donut Shop, Inc.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock at par value of \$5.00 per share.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - PRE-EMPTIVE RIGHTS GRANTED

Every shareholder, upon issuance of any new stock in 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 at the price at which it is offered to others.

ARTICLE VI - REGISTERED OFFICE

The corporation's principal registered office and mailing address shall be at 1001 13th Street, St. Cloud, FL 34769. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent of the corporation shall be Eng Ellison, at said address.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by the shareholders of the corporation rather than Board of Directors.

ARTICLE VIII - INCORPORATORS

The name and street address of the subscriber of these Articles of Incorporation are:

Eng Ellison
1001 13th Street
St. Cloud, FL 34769

ARTICLE IX - STOCKHOLDERS

No stockholder of this corporation may sell or transfer his shares of stock, therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XI - ACTION BY SHAREHOLDERS


WITHOUT A MEETING

The shareholders of this corporation may take action by written consent as provided by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

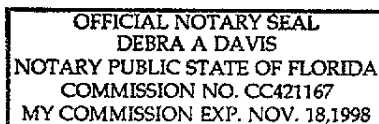
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein before named, has hereunto set his hand and seal this 1st day of May, 1998, for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



Eng Ellison

STATE OF FLORIDA

COUNTY OF OSCEOLA

Before me personally appeared Eng Ellison, to me known to be the individual(s) described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed, on this 1st day of May 1998.




Notary Public
My Commission Expires: 11/18/98

ACCEPTANCE OF REGISTERED AGENT

I, Eng Ellison, having been named to accept service of process for Sip N Dip Donut Shop, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 1001 13th Street, St. Cloud, FL 34769, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.


(Registered Agent)