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LISA & SOUSA, Ltd.

ATTORNEYS - AT - LAW
(A PROFESSIONAL CORPORATION)

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Carl B. Lisa, Jr. **

Eugene A. Amelio *
of Counsel

* (Also Member of Massachusetts Bar)
** (Member of Massachusetts Bar)
† (Also Member of District of Columbia Bar)

June 17, 1998

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

800002567418--7
-06/22/98--01031--005
*****122.50 *****122.50

Re: New corporation - SOUTH FLORIDA DONUTS, INC.

Dear Sir/Madam:

Enclosed in duplicate please find original Articles of Incorporation for SOUTH FLORIDA DONUTS, INC., along with filing fee check in the amount of \$122.50.

After filing, please return a stamped copy to the attention of the undersigned.

Very truly yours,

LISA & SOUSA, LTD.


Carl B. Lisa

CBL/cab
Enclosures

FILED
98 JUN 22 AM 9:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-24-98
MM

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA DONUTS, INC.

ARTICLE I - NAME

The name of the Corporation is: SOUTH FLORIDA DONUTS, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of operating franchise and other related business, entering into leases therefor, and to do all acts necessary and incidental thereto.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares common stock, no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered/^{Principal} office of the Corporation is 30 Bermuda Lake Drive, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of this corporation at that address is Steven Rubiano.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the directors of this Corporation are:

Steven Rubiano and Susan Rubiano
30 Bermuda Lake Drive
Palm Beach Gardens, FL 33418

Jose Sousa and Elizabeth Sousa
15723 Cypress Park Drive
Wellington, FL 33414

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Carl B. Lisa, Esq.
Lisa & Sousa, Ltd.
5 Benefit Street
Providence, RI 02904

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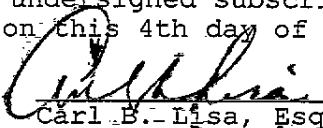
ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of June, 1998.




Carl B. Lisa, Esq.
Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

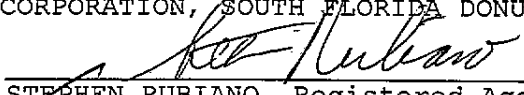
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carl B. Lisa, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the Sate and County aforesaid this 4th day of June, 1998.



Catherine A. Baur
Notary Public
My Commission Expires: 7.16.01

I ACCEPT THE DESIGNATION AS REGISTERED AGENT FOR THE ABOVE-CAPTIONED CORPORATION, SOUTH FLORIDA DONUTS, INC.



STEPHEN RUBIANO, Registered Agent

STEVEN