

LISA & SOUSA, LTD.

ATTORNEYS - AT - LAW
(A PROFESSIONAL CORPORATION)

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Carl B. Lisa, Jr. **

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of Counsel

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

July 14, 1998

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

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RE: SOARES-FERREIRA DONUTS, INC.
Our File No. 9729

Dear Sir or Madam:

Enclosed in duplicate please find original Articles of Incorporation for SOARES-FERREIRA DONUTS, INC., along with our check in the sum of \$122.50 in payment of the filing fee.

After filing, please return a stamped copy to this office in the self-addressed, stamped envelope provided. Thank you.

Very truly yours,

LISA & SOUSA, LTD.

Louis A. Sousa
Louis A. Sousa

LAS/dac
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Louis' secretary
GAVE

AUTHORIZATION BY PHONE TO
CORRECT art. 4
DATE 8/6/98
DOC. EXAM. TA

TA-8/6/98

ARTICLES OF INCORPORATION
OF
SOARES-FERREIRA DONUTS, INC.

ARTICLE I - NAME

The name of the Corporation is: SOARES-FERREIRA 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 Six (600) shares common stock, no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1505 East Fowler Avenue, Tampa, Florida 33612 and the name of the initial registered agent of this corporation at that address is Nuno Ferreira. The Principal office is the same as the Registered office.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws. The name and address of the director of this Corporation is:

Nuno Ferreira
1505 East Fowler Avenue
Tampa, Florida 33612

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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 27th day of July, 1998.

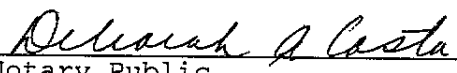


Carl B. Lisa, Esq.
Incorporator

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 State and County aforesaid this 2nd day of July, 1998.



Notary Public
My Commission Expires: 6/27/01

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



NUNO FERREIRA, Registered Agent

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TALLAHASSEE, FLORIDA