

# P98000-070808

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PLEASE REPLY TO:

August 7, 1998

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

Re: Articles of Incorporation - Crispers of Winter Park, Inc.

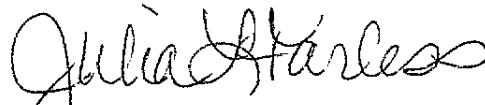
Ladies and Gentlemen:

Enclosed is the original of the Articles of Incorporation for Crispers of Winter Park, Inc. If the enclosure meets with your approval, I would appreciate your filing these Articles of record with the State of Florida and sending your letter acknowledging the filing.

Also enclosed is a check in the amount of \$70.00 to cover the filing fee of \$35.00 and the registered agent fee of \$35.00.

Thank you for your assistance in this matter.

Sincerely,



Julia L. Farless, Legal Assistant  
to Peter J. Munson

PJM/jlf  
enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**CRISPERS OF WINTER PARK, INC.**

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

Article I - Name

The name of the corporation is **CRISPERS OF WINTER PARK, INC.**

Article II - Principal Office  
and Mailing Address of the Corporation

The address of the principal office of the corporation is 100 East Main Street, Lakeland, Florida 33801, and its mailing address is the same.

Article III - Duration

The corporation shall exist perpetually thereafter until dissolved according to law.

Article IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article V - Stock

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shares shall be designated "Common Shares."

Article VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### Article VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
WILLIAM H. WHITAKER	3615 South Florida Avenue, Suite 1350 Lakeland, Florida 33803
PETER J. MUNSON	100 East Main Street Lakeland, Florida 33801

#### Article VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### Article IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

Article X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

Article XI - Incorporator

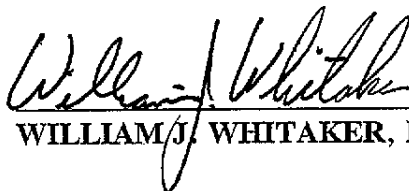
The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
WILLIAM J. WHITAKER	3615 South Florida Avenue, Suite 1350 Lakeland, Florida 33803

Article XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 100 East Main Street, Lakeland, Florida 33801 and the name of the initial registered agent of the corporation at that address is Peter J. Munson.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 7<sup>th</sup> day of August, 1998.

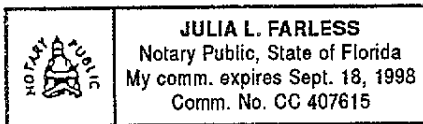
  
\_\_\_\_\_  
WILLIAM J. WHITAKER, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **WILLIAM J. WHITAKER**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 7th day of August, 1998, at Lakeland, Florida.

(NOTARIAL SEAL)



*Julia L. Farless*

Notary Public  
State of Florida at Large  
My Commission Expires:

To: The Department of State  
Tallahassee, Florida 32304

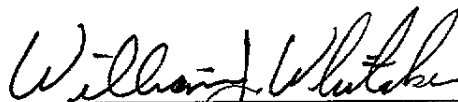
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following  
is submitted:


**CRISPERS OF WINTER PARK, INC.**, with its place of business at 100 East Main Street,  
Lakeland, Florida 33801, has named **PETER J. MUNSON**, also located at 100 East Main Street,  
as its agent to accept service of process within Florida.

Dated: August 7<sup>th</sup>, 1998.

  
\_\_\_\_\_  
**WILLIAM J. WHITAKER**, President

Having been named to accept service of process for the above-stated corporation at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and complete performance of my duties,  
and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General  
Corporation Act.

Dated this 7<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
**PETER J. MUNSON**,  
Registered Agent