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OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN  
N.Y. AND ILLINOIS

REFER TO FILE NO.

P980000834a6

TRANSMITTAL LETTER

September 22, 1998

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

500002649135--2  
-09/25/98--01068--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Breakfast in the Morning, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.  
RETURN TO: 1325 Snell Isle Blvd., Suite 205C  
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

RTA/lbj  
Enclosures

FILED  
98 SEP 25 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

T. SMITH SEP 28 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**BREAKFAST IN THE MORNING, INC.**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I NAME**

*The name of the corporation shall be:*

Breakfast in the Morning, Inc.

**ARTICLE II PRINCIPAL OFFICE**

*The principal place of business and mailing address of this corporation shall be:*

3413 Bigelow  
Holiday, Florida 34691

**ARTICLE III SHARES**

*The number of shares of stock that this corporation is authorized to have outstanding at any one time is:*

10,000 Shares Common                      (No Par Value)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

*The name and address of the initial registered agent is:*

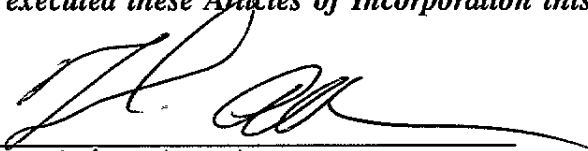
Frank Allen  
3413 Bigelow  
Holiday, Florida 34691

**ARTICLE V INCORPORATOR**

*The name and street address of the incorporator to these Articles of Incorporation is:*

Frank Allen  
3413 Bigelow  
Holiday, Florida 34691

*The undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, 1998.*

A handwritten signature in dark ink, appearing to read 'Frank Allen', is written over a horizontal line.

(Signature)

Frank Allen

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. *The name of the corporation is:*

Breakfast in the Morning, Inc.

2. *The name and address of the registered agent and office is:*

Frank Allen  
3413 Bigelow  
Holiday, Fl. 34691

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

Frank Allen

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