

P98000087127

Law Offices of David J. Beasley

320 N. Magnolia Ave.
Suite B3
Orlando, FL 32801

Phone (407) 426-9005
Fax (407) 426-9623

October 7, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

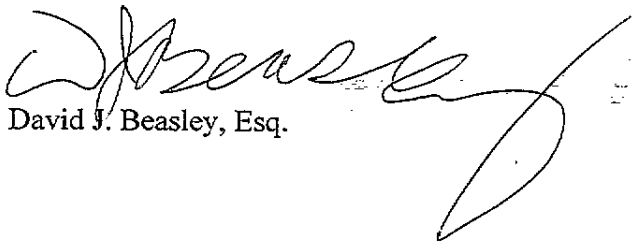
RE: ADONIES, INC.

900002660209--5
-10/09/98--01042--014
*****78.75 *****78.75

Gentlemen:

Enclosed here is a check in the amount of \$78.75 for the filing fee, registered agent designation fee, and certified copy fee for the incorporation of ADONIES, INC. Please send the certified copy back to me and the above referenced address. Thank you for your attention to this matter.

Very truly yours,



David J. Beasley, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 12:51

10-12
105

ARTICLES OF INCORPORATION OF ADONIES, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the state of Florida, adopt the following Articles of incorporation.

ARTICLE I--Name

The name of this corporation is **ADONIES, INC.**

ARTICLE II--Duration

The period of duration of the corporation is to perpetual unless otherwise dissolved by the corporation.

ARTICLE III--Purposes and Powers

Section 1. Purposes. This is a "for profit corporation" and is organized for the purpose of engaging in the business of baking, selling, reselling, supplying and distributing bakery supplies, goods, equipment, material, and merchandise along with all facets of operating a bakery, importing raw materials, importing manufactured food products or equipment, or as otherwise provided for in s. 607.0301, F.S. with its principal place of business at John Nassif, 31 Yale Drive, Lake Worth, FL 33460 (subject to change upon authorized by the Board of Directors).

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.
- (d) All officers, agents, and employees shall be chosen in such manner, hold such offices for such terms, and have such powers and duties as may be prescribed by the by laws or determined by the Board of Directors. There is no limitation on the number of offices any person may hold.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND shares, all of which shares shall be with a par value of \$.01 par value.

ARTICLE V--Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares. The Corporation may divide and create classes of stock as it deems necessary from time to time.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation shall be repurchased by the corporation, to the extent able, on a pro-rata basis.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 12:51

Section 3. Voting Rights.

- (a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

- (a) Common Stock. The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between (1) the corporation and one or more of its directors, or (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII--Registered Office and Agent

The address of the initial registered office of the corporation is John Nassif, 31 Yale Drive, Lake Worth, FL 33460 and the name of the initial registered agent of the corporation at such address is John Nassif.

ARTICLE VIII--Board of Directors

The initial Board of Directors shall consist of one member. The initial director named in this section is an owner of 100% of the business upon incorporation. The names and addresses of the person who is to serve as the initial director until the first annual meeting of shareholder or until a successor is elected and qualify is:

JOHN NASSIF, Resident
31 Yale Drive
Lake Worth, FL 33460

JOHN NASSIF, Resident
31 Yale Drive
Lake Worth, FL 33460

ARTICLE IX--Incorporators

The name and address of the incorporator of the corporation is:

JOHN NASSIF
31 Yale Drive
Lake Worth, FL 33460

ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right to amend this Article of Incorporation, the by laws, or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida, is expressly reserved and the rights of all shareholders are expressly made subject to such power of amendment.

EXECUTED on 10-1, 1998.


JOHN NASSIF, Incorporator

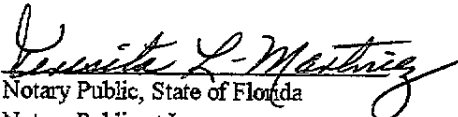
STATE OF FLORIDA}

ss:

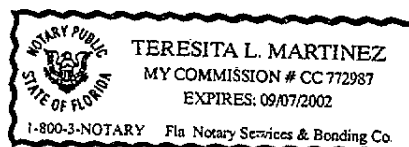
COUNTY OF PALM BEACH}

I HEREBY CERTIFY that on the 1st day of October, 1998, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, JOHN NASSIF to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Lake Worth, Palm Beach County, Florida, the day and the year first written above.


Notary Public, State of Florida
Notary Public at Large

My Commission Expires: 9/7/02



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING RESIDENT
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statute Chapter 48.091, the following is submitted, in compliance with said Act:

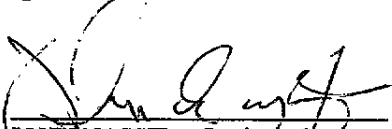
That **ADONIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal place office as indicated in the Articles of Incorporation, in Lake Worth, Palm Beach County, Florida, has named:

JOHN NASSIF

Located at 31 Yale Drive, Lake Worth, FL 33460, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN NASSIF as Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 12:51