

ALEXANDER
STCO., INC.

BUSINESS, TAX AND FINANCIAL CONSULTANTS

195800066297

August 22, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

500001870055
-08/25/95--01075--001
****122.50 ****122.50

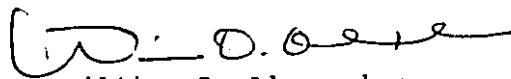
Gentlemen:

Enclosed are the Articles of Incorporation for BLOOMINGDALE
BAGELS, INC. and a check for \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

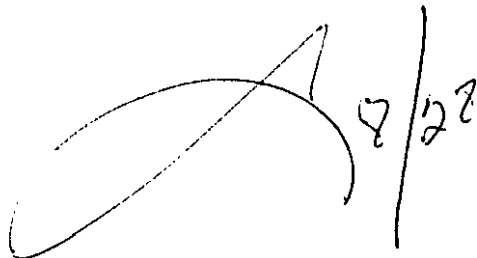
Thank you for your attention to this matter.

Very truly yours,


William O. Alexander

FILED
95 AUG 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures


8/22

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

1. The name of the corporation is BLOOMINGDALE BAGELS, INC., whose mailing address is 118 East Bloomingdale Avenue, Brandon, Florida 33511.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 1000 shares, all of one class, \$1.00 par value.
5. The address of its initial registered office is 118 East Bloomingdale Avenue, Brandon, Florida 33511 and the name of the registered agent at said address is Jeffrey F. Karp.
6. The number of directors constituting its initial Board of Directors is two (2) whose names and addresses are:

NAME	ADDRESS
Jeffrey F. Karp	1207 Bloom Hill Avenue Valrico, FL 33594
Lawrence E. Karp	1207 Bloom Hill Avenue Valrico, FL 33594

7. The names and addresses of the incorporators are:

NAME	ADDRESS
Jeffrey F. Karp	1207 Bloom Hill Avenue Valrico, FL 33594
Lawrence E. Karp	1207 Bloom Hill Avenue Valrico, FL 33594

FILED
95 AUG 25 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE OF INCORPORATORS

[Handwritten signature]

[Handwritten signature]

I, Jeffrey F. Karp accept the designation as registered agent for Bloomingdale Bagels, Inc.

[Handwritten signature]

Jeffrey F. Karp

FILED
95 AUG 25 11 PM 2: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated August 14, 1995

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared Jeffrey F. Karp and Lawrence E. Karp who are well known to be the persons described in and who subscribed the above Articles of Incorporation, and they do freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tampa, Florida in said county, state this 14th day of August, 1995.

[Handwritten signature]



WILLIAM O. ALEXANDER
COMMISSION #CC 314692
EXPIRES NOV 14, 1997
Atlantic Bonding Co., Inc.
800-732-2245