

Rubicon Business Security
& FINANCIAL SERVICES, INC. /

P95000067552

August 24, 1995

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-08/29/95--01058--008
*****78.75 *****78.75

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

To whom it may concern:

Enclosed is a check for \$78.75 for filing fee, Registered Agent fee, and for a certificate of status. Please return paperwork to Rubicon Business Security & Financial Services Inc., at 9700 Koger Blvd Ste 306 St Petersburg, FL 33702

Sincerely,

Arthur W. Brown Jr.

Arthur W. Brown Jr
President Rubicon Business Security
& Financial Services Inc

AWB/slb
Enclosure

DMC
8/30/95

FILED
55 AUG 28 PM 3:53
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BAGEL SPREAD, INC.

FILED
95 JUN 29 PM 3:52
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is BAGEL SPREAD, INC.

ARTICLE 2 - PURPOSE OF INCORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 5620 Essex Court, Palm Harbor, FL 34685 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Maria Pennestri
5620 Essex Court
Palm Harbor, FL 34685

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Frank A. Pennestri whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED** (7,500) shares of common stock, each share having the value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with each issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this corporation is Rubicon Business Security & Financial Services Inc., located at 9700 Koger Blvd. Ste. 306, St. Petersburg, FL 33702. The name and address of the registered agent of this corporation is Rubicon Business Security & Financial Services Inc., 9700 Koger Blvd. Ste. 306 St. Petersburg, FL 33702.

ARTICLE 11 - BYLAWS

The board of directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of August, 1995.



Maria S. Pennestri, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED

SS AUG 28 PM 3:52

TALLAHASSEE FLORIDA

The firm of Rubicon Business Security & Financial Services Inc. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Rubicon Business Security
& Financial Services Inc.

By: Arthur W. Brown Jr.
Arthur W. Brown Jr., President