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November 5, 1996

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

Dear Mr. Secretary:

I have enclosed the Articles of Incorporation for **Sawgrass Bagels, Inc.** along with a check in the amount of \$122.50 to cover the filing fee cost.

Thanking you for your assistance, I remain,

Very truly yours,

Gary Schwartzberg,
Subscriber

Bagelmania.
Traditional New York Bakers Since 1931
7562 West Commercial Blvd.
Lauderhill, Florida 33319

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Dmc
11/18/96

~~558~~

FILED
96 DEC -3 AM 9:35
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1996

GARY SCHWARTZBERG
BAGELMANIA
7562 W COMMERCIAL BLVD.
LAUDERHILL, FL 33319

SUBJECT: SAWGRASS BAGELS, INC. D/B/A BAGELMANIA
Ref. Number: W96000024411

We have received your document for SAWGRASS BAGELS, INC. D/B/A BAGELMANIA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00052490

Corrected Articles attached.

Thank you

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, natural persons, competent to contract, hereby form a Corporation under the laws of the State Of Florida.

ARTICLE I

The name of the corporation shall be:

Sawgrass Bagels, Inc.

ARTICLE II

The initial principal offices and address of the corporation will be:

**7562 W.commercial Boulevard
Lauderhill, FL 33319**

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of The United States of America.

ARTICLE IV

The maximum number of shares of capital stock that this corporation is authorized to have issued and outstanding at any time is One Thousand (1000) shares of common stock, having a par value of one dollar (\$.50) per share.

The amount of capital with which this corporation will begin operations shall be the sum of not less than five hundred dollars (\$500.00)

ARTICLE V

This corporation shall exist perpetually unless sooner dissolve according to law.

ARTICLE VI

The initial number of Directors of the corporation shall be at least One (1)

ARTICLE VII

The name(s) and address(es) of the member(s) of the initial Board of Directors are

as follows:

Gayr Schwartzberg 7562 W. Commercial Blvd. Lauderhill, FL 33319

ARTICLE VIII

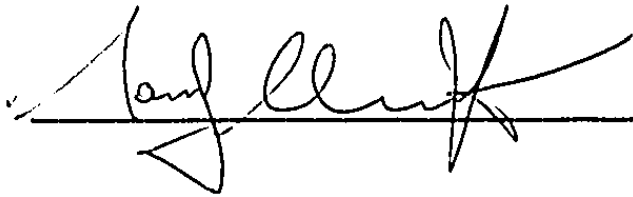
The name and address of the person signing these Article of Incorporation as subscriber is:

**Gary Schwartzberg
7562 W. Commercial Blvd.
Lauderhill, FL 33319**

ARTICLE IX

The existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Gary Schwartzberg, being both a natural person and competent to contract has hereunto set his hand and seal this the 5 day of November 1996

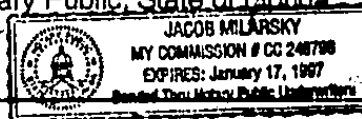


State of Florida
County of Broward

Before me, the undersigned Notary Public of the State of Florida personally appeared, Gary Schwartzberg unto me known and known to me personally as the individual described herein, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this the 5 day of NOVEMBER, 1996.


Notary Public, State of Florida




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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

Sawgrass Bagels, Inc., wishes to organize under the laws of the State of Florida with its principal offices as indicated within the Articles of Incorporation, in the City of Lauderdale, County of Broward, State of Florida, has named Gary Schwartzberg, located at 7562 W. Commercial Blvd., Lauderdale, FL 33319 as its agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I, hereby, accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Resident Agent

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TALLAHASSEE, FLORIDA