

# GOLANT & GOLANT

ATTORNEYS AND COUNSELORS AT LAW

*Dq 70000 58275*

MARGERY E. GOLANT  
FLORIDA BAR  
PENNSYLVANIA BAR  
STUART M. GOLANT  
FLORIDA BAR  
NEW YORK BAR  
PENNSYLVANIA BAR

June 11, 1997

Dept. Of State  
Division of Corporations  
409 East Gaines St.  
Tallahassee FL 32301

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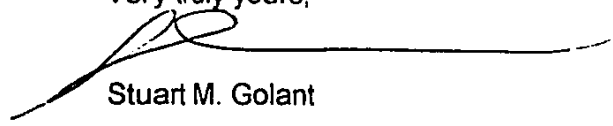
Re: Tamarac Bagel and Deli, Inc.

To Whom This May Concern:

Enclosed please find

- 1- Original and one copy of the Articles of Incorporation for the above referenced new corporation.
- 2- Designation of Registered Agent and Acceptance
- 3- My check in the amount of seventy eight dollars and seventy five cents to cover filing fees.

Very truly yours,

  
Stuart M. Golant

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# GOLANT & GOLANT

ATTORNEYS AND COUNSELORS AT LAW

MARGERY E. GOLANT  
FLORIDA BAR  
PENNSYLVANIA BAR  
STUART M. GOLANT  
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NEW YORK BAR  
PENNSYLVANIA BAR

June 19, 1997

Department of State  
Division of Corporations  
409 East Gaines St.  
Tallahassee, FL 32301

SUBJECT: Tamarac Bagel and Delicatessen, Inc.  
Ref # W97000014146

Enclosed is an original and one (1) copy of the articles of incorporation and my check in the amount of seventy eight dollars and seventy five cents (\$78.75) to cover the filing fee. Please return to me at the address below:

Stuart M. Golant  
Golant & Golant  
10020 McNab Rd.  
Tamarac FL 33321  
954 724 9424

Very truly yours,



Stuart M. Golant



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 17, 1997

STUART M. GOLANT, ESQ.  
TAMARAC MARKETPLACE  
10020A MCNAB ROAD  
TAMARAC, FL 33321

SUBJECT: TAMARAC BAGEL & DELI, INC.  
Ref. Number: W97000014146

We have received your document for TAMARAC BAGEL & DELI, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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: 397A00032326

**ARTICLES OF INCORPORATION OF TAMARAC BAGEL & DELI, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE-NAME**

The name of the corporation is Tamarac Bagel & Deli, Inc.

**ARTICLE TWO- PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 10048 West McNab Rd., Tamarac FL 33321

**ARTICLE THREE- CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR- PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of retail food sales.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE- CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall be of a single class, and shall have a par value of one dollar per share.

**ARTICLE SIX- REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10020 West McNab Rd., Tamarac Florida and the name of its initial registered agent is Stuart M. Golant. Whose address is 10020 West McNab Rd., Tamarac FL 33321.

**ARTICLE SEVEN- DIRECTORS**

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of

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TALLAHASSEE, FLORIDA

directors is:

| Name         | Address                                 |
|--------------|---|
| Alan Grosman | 13005 Biscayne Drive, N. Miami FL 33181 |

#### ARTICLE EIGHT- INCORPORATORS

The name and address of each incorporator is:

| Name         | Address                                 |
|--------------|---|
| Alan Grosman | 13005 Biscayne Drive, N. Miami FL 33181 |

#### ARTICLE NINE- RESTRICTION ON STOCK TRANSFER

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

The value of stock for purposes of transfer shall be determined as per Article 10 of this document.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: **"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."**

#### ARTICLE TEN- VALUATION OF SHARES

Any holder of stock, any executor or administrator of any decedent holder of stock, any purchaser of any share or shares of stock sold on execution or at any judicial sale, and any pledgee of any share or shares of stock shall deliver to the president or treasurer of the

corporation written notice of any desire to sell, transfer, or foreclose on such shares, designating the number of shares to be sold, transferred, or foreclosed, as the case may be, the number of the certificate or certificates, and the name and residence address of a certified public accountant who shall act as an appraiser.

The president and treasurer or the board of directors of the corporation shall within ten days after delivery of such notice select another certified public accountant as an appraiser and give written notice of his or her name and residence address to the person desiring to make such sale, transfer, or foreclosure and to the appraiser appointed by him or her; the two appraisers selected shall, within ten days after giving the last named notice, select a third appraiser who shall be experienced in the business of loaning money or in banking and who shall reside or be engaged in business in the county in which the general administrative office of the corporation is located; and they shall at once notify both parties in writing of the name and residence address of the third appraiser.

If the two appraisers selected shall not within ten days select a third appraiser, either party may apply on five days written notice to the other, to any judge of any court of general jurisdiction in the above-mentioned county for the appointment of such third appraiser.

The three appraisers selected shall within ten days after the selection of the third appraiser, appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and shall give written notice of their determination to both parties.

The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him, her, or it and one-half of the expenses and fees of the third appraiser.

The board of directors shall have the option, for ten days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value. Payment for any such share or shares may be made by the board by depositing the appraised value to the credit of such shareholder, executor, administrator, grantee, assignee, or pledgee, as the case may be, in any bank in Broward County, Florida, to be paid to such person by the bank on the surrender of the certificate or certificates for the share or shares of stock properly endorsed; the board shall give written notice of the deposit to the seller.

No transfer of stock shall be valid, until fifteen days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such fifteen days, the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for

an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. If not exercised within this time, any sale to third persons shall be valid.

Executed by the undersigned at Fort Lauderdale, Florida on June 12, 1997.

A handwritten signature in black ink, appearing to read "Alan Grosman", written over a horizontal line.

Alan Grosman

Prepared by:  
Stuart M. Golant  
10020 West McNab Rd.  
Tamarac, Florida  
954 724 9424  
Florida Bar # 789800

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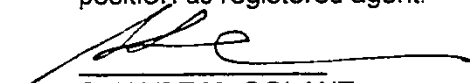
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: **Tamarac Bagel and Deli, Inc.**
2. The name and address of the registered agent and office is:  
Stuart M. Golant 10020 West McNab Rd., Tamarac FL 33321

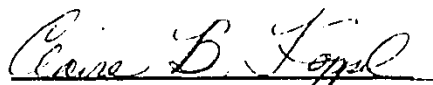
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating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

  
STUART M. GOLANT

State of Florida  
County of Broward

The foregoing instrument was acknowledged before me this 13th day of JUNE, 1997 by Stuart M., Golant, who is personally known to me or who produced drivers license as identification and who did, did not take an oath, and he/she acknowledged before me that he/she executed the foregoing for the purposes intended therein.

In witness whereof I have hereunto set my hand and affixed my seal in the State and County first written above, this 13th day of JUNE, 1997.

  
Notary Public

My commission expires:

  
CLAIRE B. KOPPEL  
COMMISSION # CC 400358  
EXPIRES SEP 28, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.