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VINCENT M. MANGINO

ATTORNEY AT LAW

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LEGAL ASSISTANT

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September 16, 1998

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

In re: MONDO BAGEL, INC.

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation for filing.

Also enclosed is check #1521 in the amount of \$122.50 for the filing fee.

Kindly file the original Articles of Incorporation and return the certified copy to our office.

Sincerely,

Gail M. Scarsciotti
Legal Assistant

enc.

P. Hall

SEP 21 1998

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FILED
98 SEP 18 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MONDO BAGEL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is MONDO BAGEL, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State - Division of Corporations.

ARTICLE III - PURPOSE

This corporation is organized initially for operating a restaurant and other food related services for which corporations under Chapter 607, Florida Statutes, as now exists or may after be amended, and to enter into any and all business dealings and enterprises, to own as many offices as the Board may desire to operate all said businesses provided all businesses are legal under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 2,500 shares of common stock, each share having a par value of 10 cents.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered office of this corporation is 1980 N. Atlantic Avenue, Suite 402, Cocoa Beach, Florida 32931. The name of the Registered Agent at such address is Vincent M. Mangino, Esquire.

I hereby accept the designation Vincent M. Mangino Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Joseph V. Parlapiano
5595 Eagle Way
Merritt Island, FL 32953

Domenic Camarra
Diplomat Condo.
220 Diplomat Way, Unit 7
Cocoa Beach, FL 32931

ARTICLE VII - INCORPORATORS

The name of the incorporators of this corporation are Joseph V. Parlapiano whose address is 5595 Eagle Way, Merritt Island, FL 32953 and Domenic Camarra whose address is Diplomat Condo, 220 Diplomat Way, Unit 7, Cocoa Beach, FL 32931

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ARTICLE VIII - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is 1450 No. Courtney Parkway, Unit 46, Merritt Island, FL 32953

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extend permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 2nd day of September, 1998.

Joseph V. Parlapiano
Joseph V. Parlapiano

Domenic Camarra
Domenic Camarra

State of Florida
County of Brevard

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared both, known to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that she executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 2nd day of September, 1998



VINCENT M MANGINO
My Commission CC424947
Expires Dec. 17, 1998
Bonded by NFNU
800-224-6368

Vincent M Mangino
Notary Public, State of Florida
Vincent M. Mangino