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LAW OFFICES OF  
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Admitted in Ohio Only, Practice Limited  
to Matters of Federal Tax Law

February 5, 1998

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
George Firestone Bldg.  
409 E. Gaines Street  
Tallahassee, FL 32399

500002434835--6  
CORAFLLP02/19/98--01018--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Bagel Management, Inc. and Bagel Company, Ltd.

Dear Sir/Madam:

Enclosed please find two (2) originals of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced limited partnership. Please file one (1) original and return one (1) original stamped with the date and time the documents have been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our client's check in the amount of \$87.50 to cover the required filing fee.

Also enclosed are two (2) originals of the Articles of Incorporation and Registered Agent forms for the captioned corporation. One original is to be filed in your office and the other original is to be certified and returned to this office. Also enclosed is our client's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation:	\$ 35.00
Certified copy of Articles of Incorporation:	\$ 52.50
Registered Agent Fee:	\$ 35.00
TOTAL	\$122.50

Secretary of State

February 5, 1998


Page 2

Please file the Articles of Incorporation and Registered Agent forms for the captioned corporation prior to filing the Certificate of Limited Partnership and Affidavit of Capital Contributions for the captioned limited partnership since the captioned corporation is to be the general partner of the captioned limited partnership.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & KENNEDY



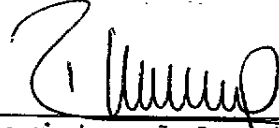
P. Todd Kennedy

Enclosures

wenmin4\lrs\cert.sos

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BAGEL COMPANY, LTD.

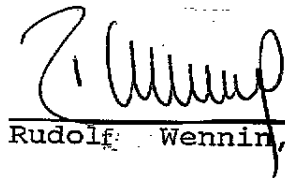
1. Bagel Company, Ltd.  
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 10825 N.W. 33<sup>rd</sup> Street, Miami, FL 33172  
(The Business Address of the Limited Partnership)
3. Rudolf Wennin  
(Name of Registered Agent for Service of Process)
4. 10825 N.W. 33<sup>rd</sup> Street, Miami, FL 33172  
(Florida Street Address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 10825 N.W. 33<sup>rd</sup> Street, Miami, FL 33172  
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2047.
8. NAME OF GENERAL PARTNER(S) Bagel Management, Inc. 948-13983 SPECIFIC ADDRESS 10825 N.W. 33<sup>rd</sup> Street  
Miami, FL 33172

Signed this 5th day of February, 1998.

Signature of all General Partners:

Bagel Management, Inc.

By:



Rudolf Wennin, Its Authorized Officer

GENERAL PARTNER

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned constituting all of the general partners of Bagel Company, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

This 5th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

BAGEL MANAGEMENT, INC.

By: 

Rudolf Wennin, Its  
Authorized Officer

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