

B96000000129

CT CORPORATION SYSTEM

Florida

208 South LaSalle Street
Chicago, IL 60604
Tel: 312 345 4320
Fax 312 750 0782

February 27, 1998

RE: GULFSTREAM BAGELS, L.P.

Order 1179540

300002449863--3
-03/09/98--01007--001
*****52.50 *****52.50

Dear Sir/Madam:

As instructed by counsel, we enclose for filing the documents listed below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Merger
<input type="checkbox"/> Qualification	<input type="checkbox"/> A. Domestic
	<input type="checkbox"/> B. Foreign
<input type="checkbox"/> Change of Agent/Office	<input type="checkbox"/> Dissolution
<input type="checkbox"/> A. Domestic	<input type="checkbox"/> A. Statement of Intent
<input type="checkbox"/> B. Foreign	<input type="checkbox"/> B. Certificate of Dissolution
<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> X Withdrawal
<input type="checkbox"/> A. Domestic	<input type="checkbox"/> Other
<input type="checkbox"/> B. Foreign	

Please return evidence of filing to the undersigned. are any problems, please call this toll-free number: 475-1212.

Very truly yours,

CT CORPORATION SYSTEM

[Signature]
Janice L. Rockey
Customer Specialist

Name Availability	<u>Additional Instruction</u>
Document Examiner	Please file upon receipt. Confirm by phone when filed and return evidence of same to me via Regular Mail. Thanks
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W P, Verifier	DCC

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 11 41 8:12

FF \$52.50

**CERTIFICATE OF CANCELLATION OF REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 620.174 of the Florida Uniform Limited Partnership Act, the following Certificate of Cancellation of Foreign Limited Partnership is submitted for filing.

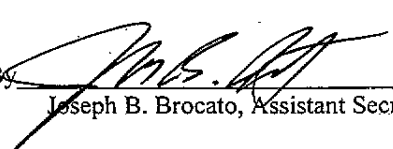
- ARTICLE 1. The name of the limited partnership is Gulfstream Bagels, L.P.
- ARTICLE 2. If different than above, the name of the limited partnership under which its Certificate of Authority was issued in Florida is Gulfstream Bagels, Limited Partnership
- ARTICLE 3. The limited partnership's Certificate of Authority to conduct business in Florida was issued on April 18, 1996
- ARTICLE 4. The effective date of cancellation, if different than the date of the filing of this Certificate with the Secretary of State, is the date of filing.
- ARTICLE 5. The authority of the Secretary of State to accept service of process for the limited partnership with respect to causes of action arising out of the transaction of business in the State of Florida survives the filing of this Certificate and remains in effect.
- ARTICLE 6. The address in the jurisdiction of organization of the limited partnership to which the Secretary of State can forward service of process is c/o Einstein/Noah Bagel Corp., 14123 Denver West Parkway, Golden, CO 80401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 3 AM 8:12

February 18, 1998

Gulfstream Bagels, L.P.

By: Gulfstream Bagels, Inc., general partner

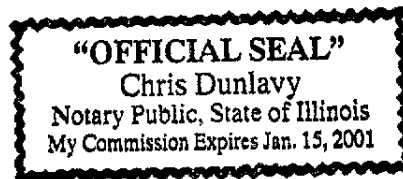
By: 
Joseph B. Brocato, Assistant Secretary

State of Illinois

County of Cook

Subscribed and sworn or affirmed before me this 18th day of February, 1998, by
Joseph B. Brocato as Assistant Secretary of Gulfstream Bagels, Inc., general partner of Gulfstream Bagels, L.P., a
foreign limited partnership.

(NOTARIAL SEAL)



My commission expires: _____

Chris Dunlavy
Notary Public