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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Bayels Ave Us, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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With withdrawal

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

BAGELS ARE US, INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

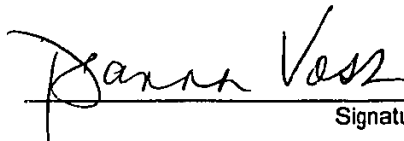
1415 Foulk Road, Suite 200, Foulkstone Plaza

(Mailing Address)

Wilmington, DE 19803

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

December 11, 1996

Date

Deanna Voss

Typed or printed name

Vice President and Secretary

Title