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CH3E031 (1-88)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1	. First Delaware Investment Corporation		
	(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPOR words or abbreviations of like import in language as will clearly indicate that it is a corpor of a natural person or partnership if not so contained in the name at present.)	RAT(O)	ıst e
2	Delaware	-	21.5 21.5 21.5
	(State or country under the law of which it is incorporated) 3. 51-0365869 (FEI number,	if andli	 Cabiai
4.		<u></u>	
	April 11, 1995 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")		OM CC
6.	Upon Qualification	20.4,	S.
	(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.15	6 F S	11
7.	1415 Fould Road, Suite 100	,0,1,0	•••
	Wilmington, DE 19803		
	(Current mailing address)		
8.	Investments		
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state Florida)	e of	
9.	Name and street address of Florida registered agent:		
	Name: CT CORPORATION SYSTEM		
	Office Address: c/o C T Corporation System, 1200 South Pine Island Re	oad	
	Plantation , Florida, 33324 (Zip Code)		
٥.	Registered agent acceptance		

Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Onnie A. Schuman - Assistant Secretary

(Type Name and Title of Officer)

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery or this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
 - 12. Names and addresses of officers and/or directors:

A.	D	RE(CTC	DRS

Chairma	n: See attached rider
Address	
Vice Cha	airman:
Director:	
<u>Director:</u>	
B. OFFICERS	
President	
Vice Pres	ident:
Secretary	·

	Treasurer:					
••	Address:					
		·				
13 (Signa	January Vic	e Chairman, or any offic	er listed in number 12	of the applica	eion)	
(Signa	ture of Chairman, Vice	Chairman, or any office President and Secr	etarv	of the applica		
(Signa	ture of Chairman, Vice		etarv	of the applica	_	
(Signa	ture of Chairman, Vice	President and Secr	etarv	of the applica	DIVISION OF C	
(Signa	ture of Chairman, Vice	President and Secr	etarv	of the applica	55 1/10	

ATTACEMENT

FIRST DELAWARE INVESTMENT CORPORATION

OFFICERS AND DIRECTORS

Chairman of the Board and Director

President and Chief Executive Officer and Director

Executive Vice President, Chief Financial Officer and Treasurer and Director

Senior Vice President - Tax

Vice President and Secretary

Robert Rothmam 100 North Tampa Street Suite 3500 Tampa, FL 33602

Shaker A. Youssef 1415 Foulk Road Suite 100 9 Wilmington, DE 19803

Kim P. Buchanan
100 North Tampa Street
Suite 3600
Tampa, FL 33602

Charles L. Beale Sin 1415 Foulk Road Suite 100 Wilmington, DE 19803

Deanna Voss 1415 Foulk Road Suite 100 Wilmington, DE 19803

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "FIRST DELAWARE INVESTMENT

CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF

DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE

EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE

THIRTEENTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

New

Edward J. Freel, Secretary of State

DATE:

AUTHENTICATION:

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Florida Secretary of State Corporate Records Bureau **Division of Corporations** 409 East Gaines Street Tallahassee, FL 32399

RE: First Delaware Investment Corporation

(47 - 1854

To Whom It May Conserved

To Whom It May Concern:

This is to advise you that the above referenced company has changed its office address to the following effective July 1, 1996:

1415 Foulk Road, Suite 200 Foulkstone Plaza Wilmington, DE 19803

I would appreciate it if you would update your records accordingly, and if you have any questions, please feel free to contact me.

Sincerely,

Lynn M. Armstrong

Administrative Assistant

Sym M. Simsting

/lma

Wi 8/7 P

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CT CORPORATION SYSTEM			
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Acknowledgment

W.P. Verifier

CR2E031 (1-89)

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FILE STAMPED

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)	
1. First Delaware Investment Corporation	
Name of corporation as it appears within the records of the	Department of State
2. Incorporated under laws of: Delavare	₹ 8 3₹
	22 B
3. Date authorized to do business in Florida: April 17, 1995	
	me 3
SECTION II (4-7 complete only the applicable changes)	<u> </u>
	9
. If the amendment changes the name of the corporation, w	hen was the
iffected under the laws of its jurisdiction of incorporation?	
September 27, 1996	
. Name of corporation after the amendment, adding suffix "corpo orporated," or appropriate abbreviation, if not contained in new na	ration," "company," "i
Bacels Are Us. Inc.	
If the amendment changes the period of duration, indicate new p	
If the amendment changes the jurisdiction of incorporation, indica	ite new jurisdiction.
Bann Voss	
Signature September 27,	
Name and Title	

Deanna Voss, Vice President and Secretary

Office of the Secretary of State

I, EDWARD J. PAREL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FIRST DELAWARE
INVESTMENT CORPORATION", FILED A CERTIFICATE OF AMENDMENT,
CHANGING ITS NAME TO "BAGELS ARE US, INC.", THE TWENTY-SEVENTH
DAY OF SEPTEMBER, A.D. 1996, AT 1170-O'CLOCK P.M.
AND I DO MEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF
DELAWARE, AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE
EXISTENCE NOT HAVING NEED CANCELLED ON DISSOLVED SO FAR AS THE
RECORDS OF THIS OFFICE SMON AND IS DULY AUTHORIZED TO TRANSACT
BUSINESS.



Edward J. Freel, Secretary of State

AUTHENTICATION:

Document Number Only 00001854 CT CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street Address Tallahassee, FL 32301 600002035446--4 -12/20/96--01093--010 *****35.00 *****35.00 222-1092 City State Zio **Phone** CORPORATION(S) NAME () Profit () NonProfit () Amendment () Merger () Limited Liability Co. () Foreign (1) Dissolution/Withdraw () Mark () Limited Partnership () Other VCC Filing () Annuel Report () Reinstatement () Reservation: () Change of R.A. () Fic. Name () Certified Copy () Photo Copies () CUS () Call When Ready () Call if Problem () After 4:50 Walk in Pick Bb () Mail Out Name Availability PLEASE RETURN EXT COPIES Document 12-20 FILE STAMPED Examiner 3/20 Updater Vertier Acknowledgment

CR2E031 (1-89)

W.P. Verifier

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