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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-06/26/95--01025--0003
*****78.75 *****78.75

SUBJECT: Manhattan Bagel Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robin Gill
(Name of Person)
Manhattan Bagel Company
(Firm/Company)
15 Meridian Road
(Address)
Colonytown, NJ 07704
(City, State and Zip Code)

65 MAY 26 PM 11:22
OFFICE OF THE
CLERK OF THE
SUPREME COURT
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
mtm

Should you need to call someone concerning this matter, please call:

Robin Gill at (908) 574-0155.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Marshall Register Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey 3. 22-2981539
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/3/67 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 15 Princeton Road
Valhalla, NY 10724
(Current mailing address)
8. Construct, Support and Supply Non-wood Distillation By-Prod
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Steam
9. Name and street address of Florida registered agent:
Name: Kelly, Inc.
Office Address: 401 N.E. Mizner Blvd #722
Boca Raton, Florida, 33432
(Zip Code)

10. Registered agent's 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.

[Signature] Res.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of 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. DIRECTORS

Chairman: Jack Gennet

Address: 15 Meridian Road
Edenbridge NY 07724

Vice Chairman: _____

Address: _____

Director: Taron Gennuso

Address: 15 Meridian Road
Edenbridge NY 07724

Director: _____

Address: 15 Meridian Road
Edenbridge NY 07724

B. OFFICERS

President: Taron Gennuso

Address: Same as above

Vice President: Andrew Gennuso

Address: Same as above

Secretary: Andrew Gennuso

Address: Same as above

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Jack Gennet

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Jack Gennet

(Typed or printed name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE

MANHATTAN BAGEL COMPANY, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER OF THE ABOVE-NAMED CORPORATION WAS FILED IN THIS OFFICE ON DEC. 30, 1987.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID CORPORATION HAS NEVER BEEN DISSOLVED BY ACTION OF ITS STOCKHOLDERS, NOR HAS ITS CHARTER BEEN VOIDED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION AND NOW CONTINUES AS AN EXISTING CORPORATION WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY, THAT THE LOCATION OF THE REGISTERED OFFICE IS

15 MERIDIAN ROAD

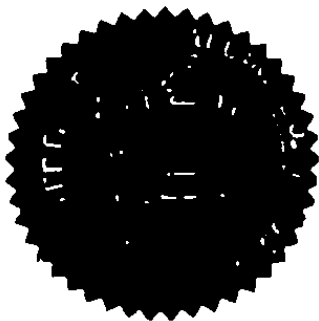
EATONTOWN

NJ 07724

AND THE REGISTERED AGENT IS JACK GRUHET.

MAR. 13, 1995

Gracie R. Woolley



SECRET
MAR 25 1995