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C T CORPORATION SYSTEM

Proprietor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

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SECRETARY OF STATE
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R: A Bagels, Inc.

LC 2/15

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of N.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ Call When Ready

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☐ After 4:30

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☐ Will Wait

☒ Pick Up

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W.P. Verifier

2/15/96

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DIVISION OF CORPORATIONS

File 15

CH2E031 (1-09)

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. R & A Bagels, 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. Delaware
(State or country under the law of which it is incorporated)
3. 65-0633781
(FEI number, if applicable)
4. December 15, 1995
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 1801 Clint Moore Road, Suite 215, Boca Raton, Florida 33487
(Current mailing address)
8. To conduct or promote any lawful business or purposes that a company may conduct or promote in the State of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Plantation, Florida, 33324
(Zip Code)

10. 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Jeffrey R. Graves, Assistant Secretary
(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert M. Hartnett

Address: 1801 Clint Moore Road, Suite 215

Boca Raton, Florida 33487

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Joseph B. Brocato, Assistant Secretary _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
R & A Bagels, Inc.**

1. Robert M. Hartnett, CEO
1801 Clint Moore Road, Suite 215
Boca Raton, Florida 33487
2. Sarah Flatley, COO/Pres.
963 Shotgun Road
Sunrise, Florida 33326
3. Philip DuPree, VP/Secy./Treas.
1801 Clint Moore Road, Suite 215
Boca Raton, Florida 33487
4. A. G. Rappaport, VP
963 Shotgun Road
Sunrise, Florida 33326
5. Joseph B. Brocato, Asst. Secy.
161 North Clark Street, Suite 3100
Chicago, Illinois 60601
6. Edward Daniels, VP
1801 Clint Moore Road, Suite 215
Boca Raton, Florida 33487
7. Terry Spaight, VP
1801 Clint Moore Road, Suite 215
Boca Raton, Florida 33487

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "R&A BAGELS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DECEMBER, A.D. 1995, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 15 PM 12:29



Edward J. Freel
Edward J. Freel, Secretary of State

2572466 8310

960043732

AUTHENTICATION:

7827959

DATE:

02-14-96

Document Number Only

F 96 000000 773

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

200001863902

-06/17/96--01048--018

*****35.00 *****35.00

R: A Bagels, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

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Updater

Verifier

Acknowledgment

W.P. Verifier

6/17/96

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CR2E031 (1-89)

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

R & A Bagels, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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.

1801 Clint Moore Road, Suite 215

(Mailing Address)

Boca Raton, Florida 33487

(City - State - Zip)

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


Signature

June 12, 1996
Date

Joseph B. Brocato
Typed or printed name

Assistant Secretary
Title

(FLA - 2192 - 1/5/93)

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96 JUN 17 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA