# CAPITAL CONNECTION, INC. 417 E. Vir inia Steet, suite Int. Illahasee, florida 123.2 (850) 224/3870 11-00-34/38(12 · lix 150) 221-1122

Sagel Exchange, (CC	7000032848577 -06/12/0001054020 *****160.00 *****160.00
Signature  Requested by: 4/3/00 10:39	Art of Inc. File  LTD Partnership File  Foreign Corp. File  L.C. File  Fictitious Name File  Trade/Service Mark  Merger File  Art. of Amend. File  RA Resignation  Dissolution / Withdrawal  Annual Report / Reinstatement St. Oo  Cert. Copy  Photo Copy  Certificate of Good Standing St. Oo  Certificate of Fictitious Name  Certificate of Fictitious Name  Corp Record Search  Officer Search  Fictitious Search  Vehicle Search  Driving Record  UCC 1 or 3 File  UCC 11 Search
Name Date Time	UCC 11 Retrieval
Walk-In Will Pick Up	Courier

## ARTICLES OF ORGANIZATION OF BAGEL EXCHANGE, LLC

Pursuant to Section 608.407, Florida Statutes, the Articles of Organization of the above named limited liability company are as set forth herein.

#### Article 1

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The name of the limited liability company shall be BAGEL EXCHANGE, LLC. Its business shall be carried out at its principal place of business as set forth below, or at such other points or places in the State of Florida, United States or foreign countries as may, from time to time, be authorized by its members.

#### Article 2

The mailing address and street address of the principal office of the limited liability company is — Attention: 1088 Deerwood Lane, Westen, FL 33326.

#### Article 3

The period of duration shall be perpetual.

#### Article 4

The limited liability company is to be managed by its members and the address of the managing member i as follows:

Morris Chesia 1088 Deerwood Lane Westen, FL 33326

#### Article 5

The name and address of the initial registered agent of the limited liability company for purposes of service of process in the state is as follows:

Steven Kline 8753 Forrest Hills Blvd. Coral Springs, FL 33063

#### Article 6

To the extent permitted by Florida Statute 608.4363, this limited liability company hereby indemnifies and holds harmless any managing member, employee, officer, director or agent and any expenses incurred may be paid.

#### Article 7

The provisions of these Articles of Organization and every Article hereof, and any Regulations of this limited liability company, shall be considered part of every contract and transaction to which this limited liability company shall be a party. Every person, association, entity and/or corporation dealing with this limited liability company is hereby charged with knowledge of this limited liability company.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF the undersigned has set out his hand this day of April, 2000.

Morris Chesla Member

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Morris Chesla to me personally known to be the person described in or produced identification as follows: Drucks Lices and who executed the foregoing Articles of Organization, and acknowledged, before me, that such Articles of Organization were executed and subscribed to for the purposes set forth therein.

WITNESS my hand and official seal at Miami-Dade County, Florida this 10 day of June, 2000.

Notary Public, State of Florida

Notary Public Name Printed

ALICE WICSON

My COMMISSION EXPIRES:

NOTARY PUBLIC - STATE OF FLORIDA ALICE WILSON COMMISSION # CC834724 EXPIRES 5/23/2003 BONDED THRU ASA 1-888-NOTARY1

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### CERTIFICATE DESIGNATING REGISTERED AGENT

In Pursuance of Chapter 608.415 of the Florida Statutes, the following is submitted in compliance with said act:

Bagel Exchange, LLC, a Florida limited liability company qualified to do business under the laws of the state of Florida and having its principal office at 1088 Deerwood Lane Westin, FL 33326, has appointed Steven Kline 8753 Forrest Hills Blvd., Coral Springs, FL 33063 as its Registered Agent to accept service of process within the state of Florida.

The undersigned hereby accepts the appointment as Registered Agent and agrees to act in that capacity. The undersigned is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of duties as Registered Agent as provided for in Chapter 608, F.S.

Dated this 9 day of June, 2000.

By:

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