

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000041159
FILED 8:00 AM
June 01, 2004
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:
BROOKLYN BAGEL FACTORY LLC

Article II

The street address of the principal office of the Limited Liability Company is:
935 NORTH COLLIER BLVD.
MARCO ISLAND, FL. US 34145

The mailing address of the Limited Liability Company is:
935 NORTH COLLIER BLVD.
MARCO ISLAND, FL. US 34145

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
LEE ZWERIN
159 CYRUS ST.
MARCO ISLAND, FL. 34145

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

Registered Agent Signature: LEE ZWERIN

Article V

The name and address of managing members/managers are:

Title: MGR
LEE ZWERIN
159 CYRUS ST.
MARCO ISLAND, FL. 34145 US

Title: MGR
JEFF A ZWERIN
468 CAPRI COURT
MARCO ISLAND, FL. 34145 US

Article VI

The effective date for this Limited Liability Company shall be:

06/01/2004

Signature of member or an authorized representative of a member

Signature: LEE ZWERIN

L04000041159
FILED 8:00 AM
June 01, 2004
Sec. Of State
gharvey