

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

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Sec. Of State
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Article I

The name of the Limited Liability Company is:
NEW YORK BAGEL DELI BRICKELL LLC

Article II

The street address of the principal office of the Limited Liability Company is:
1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

The mailing address of the Limited Liability Company is:
1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

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:
RICHARD WASERSTEIN
1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

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: RICHARD WASERSTEIN

Article V

The effective date for this Limited Liability Company shall be:
02/10/2009

Signature of member or an authorized representative of a member
Signature: SCHNEUR BORENSTEIN