

Nov. 23 2009

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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

The Bagel Man, LLC

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**ARTICLES OF ORGANIZATION
FOR
THE BAGEL MAN, LLC
a Florida limited liability company**

**ARTICLE ONE
NAME**

The name of the limited liability company is: THE BAGEL MAN, LLC.

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

1200 E. Hillsboro Blvd.
Deerfield Beach, FL 33441

**ARTICLE THREE
DURATION**

The period of duration for the limited liability company shall be perpetual.

**ARTICLE FOUR
MANAGEMENT**

The limited liability company is to be managed by a manager, Steve Krevoy, whose address is 4601 NE 15th Avenue, Pompano Beach, FL 33064.

**ARTICLE FIVE
ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be pursuant to the Operating Agreement for the limited liability company, executed by the Members, then in effect.

**ARTICLE SIX
MEMBERS' RIGHT TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be pursuant to the Operating Agreement for the limited liability company, executed by the Members, then in effect.

**ARTICLE SEVEN
REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is:

Sharon D. Rodriguez
4801 NE 15th Avenue
Pompano Beach, FL 33064

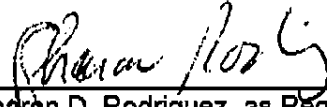
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is THE BAGEL MAN, LLC.
2. The name and address of the registered agent and office is:

Sharon D. Rodriguez
4801 NE 15th Avenue
Pompano Beach, FL 33064

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.


Sharon D. Rodriguez, as Registered Agent
Date: 11-15-09

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