



FILED
May 24, 2004 8:00 am
Secretary of State

34607163

DOCUMENT # M03000001517			
1. Entity Name SUN BAGEL, LLC			
Principal Place of Business 5200 TOWN CENTER CIR., STE. 470 BOCA RATON, FL 33486		Mailing Address 5200 TOWN CENTER CIR., STE. 470 BOCA RATON, FL 33486	
2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country
4. FEI Number 20-0082637 APPLIED FOR		Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$5.00 Additional Fee Required	
6. Name and Address of Current Registered Agent		7. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324		Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ (NOTE: Registered Agent signature required when reconstituting) DATE _____			
Filing Fee is \$50.00 Due by May 1, 2004		Make check payable to Florida Department of State	
9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		TITLE NAME STREET ADDRESS CITY-ST-ZIP	
MGR LEDER, MARC J 5200 TOWN CENTER CIR., STE. 470 BOCA RATON, FL 33486		<input checked="" type="checkbox"/> Delete <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		TITLE NAME STREET ADDRESS CITY-ST-ZIP	
MGR KROUSE, RODGER R 5200 TOWN CENTER CIR., STE. 470 BOCA RATON, FL 33486		<input checked="" type="checkbox"/> Delete <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		TITLE NAME STREET ADDRESS CITY-ST-ZIP	
<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		TITLE NAME STREET ADDRESS CITY-ST-ZIP	
<input type="checkbox"/> Delete		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.			
SIGNATURE: 		Date 4/30/04 Daytime Phone # 561-394-0550	
SIGNATURE AND TYPE OF PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE			

Attachment + 24002421
#m0300000017

**LIST OF OFFICERS & DIRECTORS OF
SUN BAGEL, LLC
(a Delaware limited liability company)**

34007169

December 18, 2003

Co-Managing Members: Sun Capital Partners III QP, LP and
Sun Capital Partners III, LP
Sun Capital Partners II, LP

Tax Matters Member: Sun Capital Partners III, LP

The named individuals listed below are elected or appointed officers of the Company and each holds the office of the Company set forth opposite their name, and has held such office since March 12, 2003, unless otherwise indicated. THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS is 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486:

Co-Chairman, Manager, Co-CEO,
& Treasurer:

Marc J. Leder

Co-Chairman, Manager, Co-CEO,
& Secretary:

Rodger R. Krouse

Vice President:

Clarence E. Terry

Vice President:

Kevin Calhoun

Vice President:

David Kreilein

Vice President:

Jason Neimark

Vice President:

Lynn Skillen

Vice President:

Benjamin Emmons

Vice President:

T. Scott King (since 9/2/03)

Vice President:

James D. Allen (since 9/2/03)

Vice President:

Jason A. Leach (since 9/2/03)

Vice President and Asst. Secretary:

C. Deryl Couch

Vice President:

Phil Dougall (since 9/2/03)

The business address for the following Officers and Managers is 375 Park Avenue, Suite 1302, New York, NY 10152:

Vice President:

Michael Kalb

Vice President:

Ralph Lynch

Vice President & Asst. Secretary:

Erik Swimmer (since 9/2/03)

The business address for the following Officers is 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025:

Vice President:

M. Steven Liff

Vice President & Asst. Secretary:

Matthew Garff (since 9/2/03)