

P000000004915

January 7, 2000

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box #6327
Tallahassee, FL 32314

200003093152-9
-01/10/00-01085-004
*****78.75 *****78.75

EFFECTIVE DATE
1-3-00

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of BAGELICIOUS BAKERY & CAFE, INC. and also the Certificate of Appointment of Registered Agent for filing purposes. Please make the effective date of the Corporation JANUARY 3, 2000.

I have also enclosed a check in the amount of \$78.75 to cover the costs as follows:

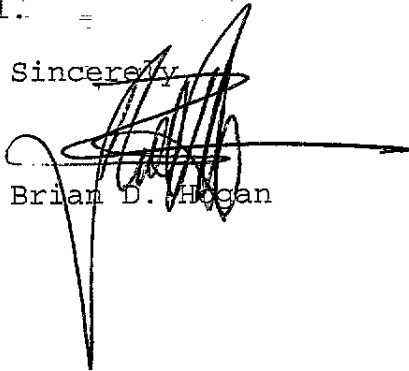
- \$35.00 : Filing fees
- \$35.00 : Registered Agent designation
- \$ 8.75 : Certified Copy charge

Please forward a certified copy of the Articles of Incorporation to the below address:

BRIAN D. HOGAN
1230 S.E. Sanchez Avenue
Ocala, FL 34471

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at either the address as shown above, or by telephone at (352) 237-6511.

Sincerely,



Brian D. Hogan

encl.

FILED
2000 JAN 10 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FILED

OF

2000 JAN 10 PM 3:48

BAGELICIOUS BAKERY & CAFE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-3-00

ARTICLE I

NAME

The name of this Corporation shall be BAGELICIOUS BAKERY & CAFE, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation is to exist perpetually, commencing at 12:01 A.M., JANUARY 3, 2000.

ARTICLE III

PURPOSE OF CORPORATION

This Corporation shall engage in any activity or business for profit permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITALIZATION

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock with an initial par value of ONE DOLLAR (\$1.00) per share. The par value of such stock may be adjusted from time to time by resolution and dividends may be declared and distributed by the Corporation to the respective shareholders of record, and at the total discretion of the Board of Directors.

The Board of Directors of the Corporation may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock, from time to time, by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limi-

tations as to dividends, qualifications, or term or conditions of redemption of the stock.

A R T I C L E V

PREEMPTIVE RIGHTS

Each and every shareholder, upon the sale for cash and/or other consideration of any new stock of this Corporation of the same class and/or series as that which is already issued shall have the right to purchase a prorata share thereof and at the price at which it is offered to others, provided, however, that the Board of Directors has, in authorizing the issuance of such shares of stock, conferred any such preemptive right(s) that the Board of Directors may deem or have deemed advisable in connection with such issuance.

A R T I C L E V I

PRINCIPAL OFFICE

The street and mailing addresses of the principal office of this Corporation are:

STREET ADDRESS : 1230 S.E. Sanchez Avenue, Ocala, FL 34471
MAILING ADDRESS : 1230 S.E. Sanchez Avenue, Ocala, FL 34471

A R T I C L E V I I

REGISTERED AGENT

The Corporation has designated as its registered agent to accept service of process BRIAN D. HOGAN, having an address at 1230 S.E. Sanchez Avenue, Ocala, FL 34471.

A R T I C L E V I I I

INCORPORATORS

The name and address of each incorporator of this Corporation is:

BRIAN D. HOGAN
1230 S.E. Sanchez Avenue, Ocala, FL 34471

LALITA D. MCGEE
2821 N.E. 3rd Street, #32, Ocala, FL 34470

A R T I C L E I X

DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws and/or resolution adopted and executed by the shareholders but shall never be less than ONE (1). The name and address of each initial director of this corporation is:

BRIAN D. HOGAN

1230 S.E. Sanchez Avenue, Ocala, FL 34471

LALITA D. MCGEE

2821 N.E. 3rd Street, #32, Ocala, FL 34470

A R T I C L E X

BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws.

A R T I C L E X I

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

A R T I C L E X I I

SHAREHOLDERS' AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, is on file at the principal office of the Corporation.

A R T I C L E X I I I

POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

A R T I C L E X I V

REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

A R T I C L E X V

INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the

individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

A R T I C L E X V I

COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or underdeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

A R T I C L E X V I I

SPECIAL PROVISIONS

The following special provisions that shall be applicable to this corporation are:

(1) that the fiscal year of the corporation shall be January 1 through December 31; and

(2) that under the provisions of Section #1372 and Subchapter "S" of the Internal Revenue Code of 1986, as amended, this corporation may elect to be treated as an electing small business corporation; and

(3) that the shareholders of this Corporation may elect and, if elected, shall continue such election to be an "S" Corporation as provided in Subchapter "S" of the Internal Revenue Code of 1986, as amended, unless the shareholders of this Corporation unanimously

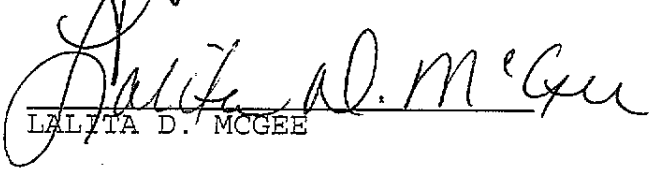
agree otherwise in writing; and

(4) that in the event this Corporation has elected to be an "S" Corporation, none of the shareholders of this Corporation, without the written consent of all of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation which will result in the termination or revocation of such election to be an "S" Corporation, as provided in Subchapter "S" of the Internal Revenue Code of 1986, as amended.

* * * * *

IN WITNESS WHEREOF, each undersigned Incorporator has executed these Articles of Incorporation, this 7th day of January, 2000.


BRIAN D. HAGAN

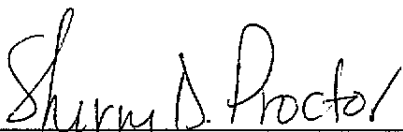

LALITA D. MCGEE

A C K N O W L E D G E M E N T.

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared
BRIAN D. HOGAN and LALITA D. MCGEE,
known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 7th day of January, 2000.



Notary Public
State of FLORIDA at Large
My commission expires:

SHERRY D. PROCTOR
Notary Public, State of Florida
My Comm. Expires Sept. 30, 2000
Comm. No. CC589616

CERTIFICATE OF APPOINTMENT OF REGISTERED AGENT

FILED

2000 JAN 10 PM 3:48

In pursuance of Chapter 48.091, Florida Statutes, following is submitted in compliance with said Act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST -- That BAGELICIOUS BAKERY & CAFE, INC., desiring to organize under the laws of the State of FLORIDA with its Principal Office as indicated in the Articles of Incorporation within the City of OCALA, County of MARION and State of FLORIDA has named BRIAN D. HOGAN, located at 1230 S.E. Sanchez Avenue in the City of OCALA, County of MARION and State of FLORIDA as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as REGISTERED AGENT for BAGELICIOUS BAKERY & CAFE, INC. at place designated in this certificate, I hereby am familiar with and accept the obligations of the position of Registered Agent for said corporation.


BRIAN D. HOGAN