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Division of Corporations

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## Florida Department of State

Division of Corporations

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### Electronic Filing Cover Sheet

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**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**From:**

Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
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00 FEB -4 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

**BAGEL LATTE, INC.**

**TRANSLATION BAGEL COFFEE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

N. Culligan FEB -4 2000

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## ARTICLES OF INCORPORATION

### ARTICLE I - NAME

The name of this corporation is Bagel Latté, Inc.

### ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
4190 N. Federal Highway  
Lighthouse Point, Florida 33064

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting legal business in the State of Florida.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock, which shall be designated as "Common Shares".

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3650 North Federal Highway, Suite 208, Lighthouse Point, Florida 33064 and the name of the initial registered agent of this corporation at that address is Tamar Duffner Shendell, P.A.

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial Director is:

James Horn  
4190 North Federal Highway  
Lighthouse Point, Florida 33064

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#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Tamar Duffner Shendell, Esq.  
Tamar Duffner Shendell, P.A.  
3650 North Federal Highway  
Suite 208  
Lighthouse Point, Florida 33064

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 2, 2000

  
Tamar Duffner Shendell, Esq., Incorporator


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ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

I, Tamar Duffner Shendell, Esq., sole Subscriber to the Articles of Incorporation of Bagel Latté, Inc., hereby assigns all my right, title and interest as Subscriber to the Capital Stock of Bagel Latté, Inc., to James Horn, to the extent of the total shares presently authorized or as may be authorized by amendment in the future.

Dated: 2-2-00

  
\_\_\_\_\_  
Tamar Duffner Shendell, Esq.

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By: Tamar Euffner Shendell, Esq.

  
Incorporator

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STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 3rd day of February, 2000 by Tamar Duffner Shendell, Esq., who is personally known to me and who did take an oath.

Nanette Porter  
Notary Public

My Commission Expires:



Nanette Porter  
Commission # 00618133  
Expires Mar. 16, 2003  
Bonded Through  
Atlantic Bonding Co., Inc.

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Bagel Latté, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Tamar Duffner Shendell, P.A., 3650 North Federal Highway, Suite 208, Lighthouse Point, Florida 33064 as its agent to accept service of process within Florida.

  
Tamar Duffner Shendell, Esq., Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 2-2-00

Tamar Duffner Shendell, P.A.

  
By, Tamar Duffner Shendell, Esq.

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