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EAKIN  
SNEED &  
CATALAN

PAUL M. EAKIN  
JEFFREY J. SNEED\*  
CYNTHIA L. CATALAN  
D. RANDALL BRILEY  
TERESA H. ELLIS

ATTORNEYS AT LAW

599 ATLANTIC BOULEVARD, SUITE 4  
ATLANTIC BEACH, FL 32233

January 22, 2001

\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

TELEPHONE: 904-247-6565  
TELECOPY: 904-247-6535

Ronald A. Labasky, Esquire  
318 North Monroe Street  
Tallahassee, FL 32301  
Att: Moira Foley

→ 222-3730 call when ready

01 JAN 24 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation for  
LOX, STOCK & BAGELS, INC.

Dear Moira:

Enclosed are an original and one copy of the Articles of Incorporation for LOX, STOCK & BAGELS, INC., together with my check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	\$ 78.75

Please file the Articles as soon as you can as there is a closing scheduled for February 1 for the corporation and return the certified copy of the Articles of Incorporation to us via Federal Express, billing us for same. Your help and assistance in expediting this one is very much appreciated.

Sincerely yours,

Rita Lodise  
Legal Assistant to  
Paul M. Eakin  
Enclosures

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-01/24/01--01032--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
01 JAN 24 AM 10:49  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T SMITH JAN 24 2001

FILED

01 JAN 24 PM 2:17

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
LOX, STOCK & BAGELS, INC.

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I  
Name and Principal Address

The name and principal address of the corporation shall be: LOX, STOCK & BAGELS, Inc., 1500 Sawgrass Village, Ponte Vedra Beach, Florida 32082. The mailing address of the corporation is the same.

ARTICLE II  
Duration

This corporation shall have perpetual existence.

ARTICLE III  
Purpose

The general nature of the business to be transacted by this corporation is as follows: To do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

**ARTICLE IV**  
**Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V**  
**Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 559 Atlantic Boulevard, Suite 4, Atlantic Beach, FL 32233 and the name of the initial registered agent of this corporation at that address is Paul M. Eakin.

**ARTICLE VII**  
**Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1).

The names and addresses of the initial board of directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Vickie Holloway	5158 Beige Street Jacksonville, FL 32258
Ruby Hopkins	12545 Caron Drive Jacksonville, FL 32258

**ARTICLE VIII**  
Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ruby Hopkins, President Treasurer	12545 Caron Drive Jacksonville, FL 32258
Vickie Holloway, Vice President Secretary	5158 Beige Street Jacksonville, FL 32258

**ARTICLE IX**  
Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul M. Eakin	599 Atlantic Boulevard, Suite 4 Atlantic Beach, FL 32233

**ARTICLE X**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**Amendment**

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

**ARTICLE XII**  
**Corporation Business**

The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of

the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 27<sup>nd</sup> day of January, 2001.

*Paul M. Eakin*  
Paul M. Eakin

I hereby accept the designation of registered agent for the above-mentioned corporation at the above-mentioned address, city, and state.

*Paul M. Eakin*  
Paul M. Eakin

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 JAN 24 PM 2:17  
F.M.F.D.

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by PAUL M. EAKIN, who is personally known to me and/or who has produced N/A as identification and who did/did not take an oath, this 22 day of January, 2001.

*Rose Rita Lodise*  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

