



Law Offices of Richard J. Hays, P.A.

7200 West Commercial Boulevard, Suite 207

Lauderhill, Florida 33319

Telephone: 954-748-7902

Facsimile: 954-748-6058

February 6, 2001

PO10000019654

Secretary of State
State of Florida
Division of Corporations
P.o. Box 6327
Tallahassee, FL 32314

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-02/22/01--01040--008
*****78.75 *****78.75

Re: Ollie Bagel Corp.

Dear Sir:

Enclosed please find Articles of Incorporation for Ollie Bagel Corp. and our check for \$78.50. Please furnish us with one certified copy of the document upon filing.

Sincerely yours,

LAW OFFICES OF
RICHARD J. HAYS, P.A.


Jay J. Simons, Esquire

JJS:nm
Enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
OLLIE BAGEL CORP.**

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We, the undersigned, hereby associate ourselves together 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, liability, rights, privileges and immunities of a corporation for profit, and with the powers hereinafter stated and to that end, we do by these Articles of Incorporation set forth:

ARTICLE I.

The name of the corporation shall be OLLIE BAGEL CORP.

ARTICLE II.

The general nature of the business or businesses and the objects and purposes to be transacted and carried are to do any and all things herein mentioned as fully and to the same extent as natural persons, whether as principals, agents, trustees, or otherwise, could or might do, viz:

- (a) To operate a restaurant.
- (b) To own, conduct, operate, lease, manage, and maintain a store or stores, office or offices, concessions or other premises and establishments for lawful purposes and businesses, and to lease out and rent out any such purposes and business.
- (c) To purchase, lease or otherwise acquire and to hold, own, or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and to any interest in real or personal property.

(d) To apply for, purchase or in any manner to acquire to hold, own and use and operate; to sell or in any manner dispose of, to grant, to license other rights in respect thereof, and in any manner deal with any and all rights, interests, inventions, improvements and processes used in connection with or secured under Letters Patent or copyright of the United States or other countries or otherwise, and to work, operate and develop the same.

(e) Generally, to carry on any business of a lawful nature, including but not limited to those pertaining to the rendering of services, supplies, entertainment and instructions, of whatsoever kind and nature.

(f) To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise acquire, deal in or dispose of real estate and real property, buildings, improvements and all kinds of property, of whatsoever nature, whether real, personal or mixed, or any interests or rights therein, without limits as to amounts, wheresoever situated; to erect, alter or maintain buildings and improvements; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and personal property, and for negotiating of loans thereon; to draw, accept, endorse, discount, buy and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, vote, exchange and deal in shares, stocks, bonds, obligations or securities of any government authority, individual or corporation, domestic or foreign; to carry on the business of a holding company, and to purchase and acquire any mercantile

or commercial business, trade or enterprise permitted by the laws of the State of Florida; and to own, hold, operate, maintain, use, sell or otherwise dispose of said mercantile or commercial business, trade or enterprise, and to enter into and engage in any such business, trade or enterprise.

(g) To acquire and pay for in cash, stocks, or bonds of this corporation, or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(h) To enter into, make and perform contract of every kind and description, with any person, firm, association, corporation, municipality, county, state body politic, or government, or colony or dependency thereof, conducive to the attainment of any of the objects or purpose of the corporation.

(i) To borrow and lend money and to negotiate loans and issue bonds, debentures, notes and evidences of indebtedness, and to secure payment or performance of its obligations by mortgage, deed of trust, pledge or otherwise.

(j) To have one or more offices or places of business within the State of Florida or without the State; to carry on all or any of its operations and businesses without restriction or limit as to amount.

(k) To do and perform all and everything necessary, suitable or proper for the accomplishment of any of the purposes, and the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals or agents, and to do every other act or acts, things or things incidental or appurtenant to or growing out of, or connected with the aforesaid objects, purposes or powers or any of them.

(l) In general, to carry on any other business in connection with the foregoing and to have and exercise all the power conferred by the State of Florida upon corporations formed under the law of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III.

The total number of shares of stock which the corporation shall have the authority to issue, is 1,000 shares, all of which shares shall have a par value of \$1.00 and shall have equal rights, privileges and voting power.

The shares of stock of this corporation may be paid for by property, labor, or services at a just valuation, to be fixed by the Board of Directors.

Any and all shares so issued shall be deemed fully paid and non-assessable and the holder of such shares shall not be liable to the corporation or its creditors in respect hereto.

ARTICLE IV.

The amount of capital which this corporation shall begin business with shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

The corporation is to have perpetual existence, and shall commence on the date when these Articles of Incorporation are subscribed and acknowledged.

ARTICLE VI.

The principal office of this corporation is to be located at:

16335 N.W. 12th Street
Pembroke Pines, Florida 33028

ARTICLE VII.

The number of persons on the Board of Directors of this corporation will not be less than ONE (1), nor more than THREE (3).

ARTICLE VIII.

The names and addresses of the members of the first Board of Directors and Officers, who are subject to the provisions of these Articles of Incorporation, By-Laws and the laws of the State of Florida shall hold offices for the first year of this corporation's existence or until their successors are elected and qualified are:

NAMES

ADDRESSES

Russell Kwitkin

16335 N.W. 12th Street
Pembroke Pines, Florida 33028

ARTICLE IX.

The names and post offices addresses of each subscriber to these Articles of Incorporation and the number of shares of this corporation which he or she agrees to take, are as follows:

NAMES

ADDRESSES

NUMBER OF
SHARES

Russell Kwitkin

16335 N.W. 12th Street
Pembroke Pines, Florida 33028

500

The proceeds of which will amount to at least Five Hundred (\$500.00) Dollars.

ARTICLE X.

The following provisions are inserted for the regulation and conduct of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusions of the powers conferred by Statute:

(a) The Directors shall be empowered to declare bonuses to the employees and officers of the corporation out of surplus, and also to decide and declare the amount of salaries of the officers of the corporation which they shall receive.

(b) In the event that certificates are lost, stolen or destroyed from the shareholders, the Secretary of the corporation is empowered to receive evidence of such mishap and with the approval of the Board of Directors, replace the same upon the signing of a release of the corporation by the stockholder, from any liability which might arise upon the restoration of the stock.

(c) Any one or more of all of the Directors may be removed with or without cause at any time by vote of the stockholders holding a majority of the stock of the corporation (entitled to vote) at any special meeting called for that purpose.

(d) Meetings of the shareholders and Directors of this corporation may be held either within or without the State of Florida, at such place or places as may from time to time be designated in the Code of By-Laws or Resolution of the Board of Directors.

(e) The initial Code of By-Laws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the shareholders, but the affirmative vote of the holders of three-fourths of the share outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provision for the regulation and management of this Corporation which are consistent with the laws of the State of Florida, and these Articles of Incorporation.

(f) No contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested, shall be invalidated or affected by: (a) the fact that one or more of the Directors of this

corporation is interested in or is a director or officer of another corporation, or (b) the fact that any Director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a Director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm or corporation in which he may be interested.

(g) The corporation shall indemnify any and all of its directors or officers, or former directors or former officers or any person who may have served in or at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding brought or threatened in which they, or any of them are or might be a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or former officer or person shall adjudge in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Laws, agreement, vote of stockholders or otherwise.

ARTICLE XI.

(a) In the case any stockholder of the company should desire to sell his/her share or shares of stock, he/she must first offer in writing the said share or shares for sale to the company at his/her lowest price, and the company shall have ten (10) days from the

receipt of said offer within which to exercise its option to purchase said stock. Said notice shall be given by the stockholders to the company by a letter sent by United States Certified Mail address to the company at its registered office.


(b) No transfer of stock shall be binding upon the company unless made and recorded upon its stock books.

(c) A reference to this Article shall be printed upon each Certificate of Stock issued by the company and the provisions of this Article shall be binding upon every person now or hereafter becoming a stockholder of this company, all of whom shall take such stock subject to the provisions hereof, and all pledges, hypothecation's or other encumbrances of said stock or dealings with regard thereto, shall likewise be subject to the provisions thereof.

ARTICLE XII.

The street address of the initial registered office of this corporation is 16335 N.W. 12th Street, Pembroke Pines, Florida 33028, and the name of the initial registered agent of this corporation at that address is Russell Kwitkin. The registered agent, whose name is signed below, states he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

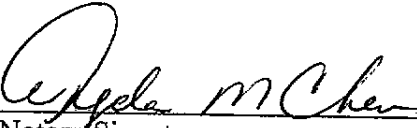
IN WITNESS WHEREOF, the undersigned have made and subscribed these ARTICLES OF INCORPORATION at Lauderhill, Florida, this 20th day of February, 2001.


Russell Kwitkin

STATE OF FLORIDA)
) s.s.
COUNTY OF BROWARD)

BE IT REMEMBERED, that on this 20th day of February, 2001, personally appeared before me the undersigned, a Notary Public of the State of Florida, RUSSELL KWITKIN, party to the foregoing Articles of Incorporation, well known to me, known to be the individual who is described herein, and who executed the foregoing Articles of Incorporation as his voluntary act and deed after taking an oath, and that the facts therein set forth are true and correct, as given under my hand and seal.

WITNESS my hand and official seal this 20th day of February, A.D., 2001.
Affiant provided Florida Driver's Licenses as identification.



Notary Signature

