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February 28, 2001

FILED
01 MAR - 1 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS
AIRBILL NO. 8231 8338 2857

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

RE: ARTICLES OF INCORPORATION
FUNNY BAGEL FOOD COMPANY, INC

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-03/01/01--01077--008
*****87.50 *****87.50

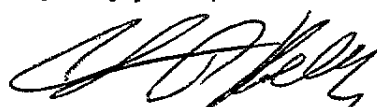
Dear Madam or Sir:

Enclosed please find my check for **\$87.50** and an original and one(1) copy of **Articles of Incorporation of Funny Bagel Food Company, Inc.**

Please return a certified copy of the **Articles of Incorporation** and a **Certificate of Status** for the said corporation to my office. Enclosed is a **Federal Express airbill** for your convenience in returning same to my office.

Thank you for your cooperation.

Very truly yours,


CHRISTOPHER P. KELLEY

CPK:rd

Enclosures

\$ 70.00 Arts and Reg Agent
8.75 w/cert copy
8.75 w/Cert of Status

LB
3/5

(4)

**ARTICLES OF INCORPORATION
OF
FUNNY BAGEL FOOD COMPANY, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

FUNNY BAGEL FOOD COMPANY, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue a maximum of 7,500.00 shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

This corporation's initial Registered Agent and Registered office in the State of Florida shall be:

REGISTERED AGENT

CHRISTOPHER P. KELLEY

ADDRESS OF INITIAL REGISTERED OFFICE

**11098 Biscayne Boulevard, Suite 205
Miami, Florida 33161**

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have one Director initially.

ARTICLE VII
INITIAL DIRECTORS

The name and post office address of the first Director(s) of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN SEPE	1207 N.E. 92 Street Miami Shores, FL 33138

The first Director(s) shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII
INCORPORATION

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHRISTOPHER P. KELLEY	11098 Biscayne Boulevard, Suite 205 Miami, Florida 33161

ARTICLE IX
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of February, 2001.


CHRISTOPHER P. KELLEY

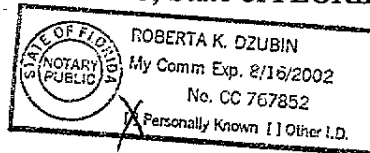
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **CHRISTOPHER P. KELLEY**, personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 28 day of February, 2001.

My commission expires:

Roberta K. Dzubin
NOTARY PUBLIC, State of FLORIDA at Large



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **FUNNY BAGEL FOOD COMPANY, INC.**, is qualified to do business under the laws of the State of Florida with its principal office at 1207 N.E. 92 Street, Miami Shores, FL 33138, Miami-Dade County, Florida 33138, has appointed:

CHRISTOPHER P. KELLEY
11098 Biscayne Boulevard, Suite 205
Miami, Florida 33161

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Christopher P. Kelley
CHRISTOPHER P. KELLEY
Registered Agent

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TALLAHASSEE, FLORIDA