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OF COUNSEL:
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FLANIGAN
KATZ
RAYMOND
& SHEEHAN P.A.

May 11, 2001

FILED
01 MAY 15 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
~~P.O. Box 6327~~ 409 E. Gaines St
Tallahassee, FL 32314 32399

000004216060--6
-05/15/01--01010--010
*****78.75 *****78.75

SUBJECT: T & M BAGELS/NY DELI

Enclosed find original and one (1) copy of the articles of incorporation and a check for:

 \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

 \$78.75 \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Daniel K. Corbett, Esquire
300 Mercury Road
Juno Beach, Florida 33408
Phone #(561) 624-5600 Fax #(561) 624-4736

NOTE: Please provide the original and one copy of the articles and Certificate of State.

5✓

D. WHITE MAY 22 2001

Mr. Corbett GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA info
DATE 5/22/01
DOC. EXAM Dale White

**ARTICLES OF INCORPORATION
OF
T & M BAGELS/NY DELI, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

**ARTICLE ONE
Corporate Name**

The name of the Corporation is **T & M BAGELS/NY DELI, INC.**

**ARTICLE TWO
Duration**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE
Purpose**

The purpose for which the Corporation is initially organized includes the transaction of any or all lawful business for which corporations may be incorporated under Florida law.

**ARTICLE FOUR
Capital Stock**

The aggregate number of shares which the Corporation has authority to issue is **100,000** shares of common stock having a par value of **\$1.00** each.

**ARTICLE FIVE
Preemptive Rights**

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right to purchase at the par value thereof, a pro rata portion of any Stock of any class that the Corporation may issue or sell, whether or not exchangeable for any Stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of Stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof.

ARTICLE SIX

ARTICLE SIX
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is **223 Center Street, Jupiter, Fl 33458**. The registered agent at that address is **Vernon M. Barnes**.

ARTICLE SEVEN
Initial Board of Directors

The Corporation shall have **Two (2)** directors initially. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws adopted by the Corporation. The names and addresses of the initial directors are:

Vernon M. Barnes
49 N. Lakeside Avenue
Lake Hopatcong, New Jersey 07849

Tonya E. Barnes
49 N. Lakeside Avenue
Lake Hopatcong, New Jersey 07849

ARTICLE EIGHT
Incorporator

The name and address of the Incorporator is:

Vernon M. Barnes
49 N. Lakeside Avenue
Lake Hopatcong, New Jersey 07849

ARTICLE NINE
By-Laws

The power to adopt the initial By-Laws shall be vested in the directors. The power to amend or repeal the By-Laws, or adopt new By-Laws, is reserved to the Directors.

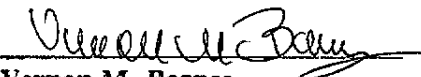
ARTICLE TEN
Indemnification

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE ELEVEN
Amendment

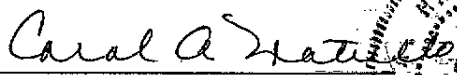
These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding shares entitled to vote, or may be amended by all of the Directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

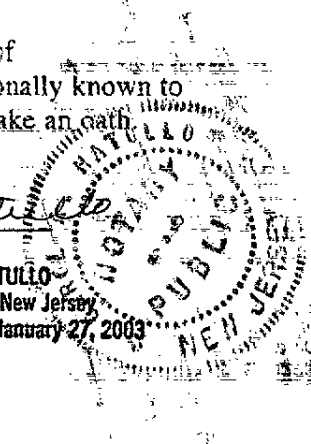
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 10th OF MAY day of MAY, 2001.


Vernon M. Barnes
Incorporator

STATE OF ~~FLORIDA~~ NEW JERSEY
COUNTY OF ~~PALM BEACH~~ MORRIS

The foregoing instrument was acknowledged before me this 10th day of May, 2001 by **Vernon M. Barnes**, as Incorporator, who is personally known to me or who has produced drivers license as identification and who did take an oath.


NOTARY PUBLIC
CAROL A. MATULLO
A Notary Public of New Jersey
My Commission Expires January 27, 2003
PRINTED NAME
My Commission Expires:
[NOTARIAL SEAL]



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01 MAY 15 PM 2:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.**

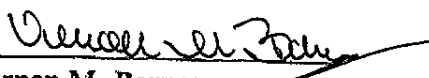
The following is submitted, in compliance with
Chapter 48.091, Florida Statutes:

T & M Bagels/NY Deli, Inc., a corporation organized under the laws of the State of
Florida with its principal office at **223 Center Street, Jupiter, FL 33458**, has named **Vernon M.
Barnes**.

as its agent to accept service of process within the State of
Florida.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep my office open during
prescribed hours; to post my name (and any other officers of said Corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in my office
as required by law.


Vernon M. Barnes,
Registered Agent