

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000063419

JAL Bagels, Inc.

FILED

01 JUN 26 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SUFFICIENCY OF FILING

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
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Name SK Date 6/26/01 Time 9:40

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J. BRYAN JUN 26 2001

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: Name

The name of the corporation is: JJAL BAGELS, INC., 3310 Del Prado Boulevard, Cape Coral, Lee County, FL 33904

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 500 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

Harold S. Eskin, 1420 SE 47th St., Cape Coral, FL 33904

ARTICLE VI: Initial Board of Directors

The corporation shall have director initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are:

| Name | Address |
|-------------------|--|
| Lisa Giambalvo | 3310 Del Prado Blvd., Cape Coral, FL 33904 |
| Joseph Giambalvo | Same |
| Allan Schaller | Same |
| Jennifer Schaller | Same |

ARTICLE VII: Initial Officers

| Name | Address | Title-Office: |
|-------------------|----------------------|---------------|
| Lisa Giambalvo, | 3310 Del Prado Blvd. | President |
| Jennifer Schaller | Cape Coral, FL 33904 | Vice Pres. |
| Joseph Giambalvo | same | Treasurer |
| Allan Schaller | same | Secretary |

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

| Name | Address |
|----------------|--|
| Lisa Giambalvo | 3310 Del Prado Blvd., Cape Coral, FL 33904 |

ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer of director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 22nd day of June, 2001,


LISA GIAMBALVO

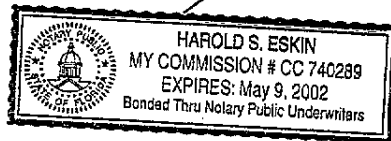
STATE OF FLORIDA
COUNTY OF LEE

The Foregoing instrument was acknowledged and sworn to before me this 22nd day of June 2001, by Lisa Giambalvo who is personally known to me or who has produced Fl. Drivers License as identification.



NOTARY PUBLIC

My Commission Expires:



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 48.091, Florida Statutes, the
following is submitted:

FIRST: That desiring to organize or qualify under the laws
of the State of Florida with its principal place of business at
3310 Del Prado Boulevard, the City of Cape Coral, State of Florida
33904, has named Harold S. Eskin located at 1420 SE 47th Street,
Cape Coral, State of Florida, as its agent to accept service of
process within Florida.

Leo Giambalvo
Corporate Officer
President
Title
6-22-01
Date

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, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

[Signature]
Registered Agent
6/22/01
Date

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TALLAHASSEE, FLORIDA