

P01000/05631

BAGEL Outlet & Deli  
23855 US 19 N.  
PALM HARBOR FL 34584

FILED  
01 OCT 31 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #) 500004661655--8  
-10/31/01--01090--003  
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3. \_\_\_\_\_  
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
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NEW FILINGS

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**ARTICLES OF INCORPORATION**

**OF**

**N.Y. STYLE BAGEL OUTLET & DELI INC.**

**THE NAME OF THIS CORPORATION SHALL BE N.Y. STYLE BAGEL  
OUTLET & DELI INC.**

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**ARTICLE 11.**

**THE COMMENCEMENT OF THIS CORPORATION'S EXISTANCE SHALL BE  
AT THE TIME OF THE FILING OF THESE ARTICALES OF INCORPERATION  
BY THE DIVISION OF CORPORATIONS. THIS CORPORATIONS DURATION  
SHALL BE PERPETUAL.**

**ARTICLE 111.**

**THE CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF  
ENGAGING IN THE TRASACTION OF FINANCING, CONSULTING, MANAGING  
AND THE SALE OF BUSINESS'S . AND ANY AND ALL ACTIVITES UNDER  
THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES OF  
AMERICA.**

**ARTICLE IV.**

**THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 10,000.  
SHARES OF COMMON STOCK AT ONE DOLLAR (PAR) VALUE PER SHARE.**

**ARTICLE V**

**EVERY SHAREHOLDER UPON THE SALE FOR CASH BY THIS CORPORATION  
OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS,  
SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL  
HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE  
THEREOF, ( AS NEARLY AS MAY BE DONE WITHOUT THE ISSANCE OF  
FRACTIONAL SHARES.) AT THE PRICE AT WHITCH SUSH SHARES ARE  
OFFERED TO OTHERS.**

**ARTICLE VI**

**NO SHAREHOLDER HALL HAVE THE RIGHT TO SELL, ASSIGN,  
PLEDGE, ENCUMBER, TRANSFER OR OTHERWISE DISPOSE OF ANY SHARES  
OF THE CAITAL STOCK OF THIS COR PORATION, WITHOUT FIRST  
OFFERING SUCH SHARES FO SALE TO THIS CORPORATION, AT A NEW  
ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY  
THE SHAREHOLDER, SENT BY REGESTERED OR CERTIFIED MAIL TO THIS  
CORORATION AT ITS REGESTERED OFFICE ADDRESS, AND OPEN FO**

ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDERS DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

“ THESE SHARES ARE HELD SUBJECT TO  
CERTAIN TRANSFER RESTRICTIONS IMPOSED  
BY THIS CORPORATIONS ARTICLES OF  
INCORPORATION, A COPY OF WHICH IS ON  
FILE AT THIS CORPORATIONS OFFICE ”

#### ARTICLE VII

THE NUMBER OF DIRECTORS ON THIS CORPORATIONS INITIAL BOARD OF DIRECTORS SHALL BE UP TO THREE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME AS PROVIDED IN THIS CORPORATIONS BYLAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD IS AS FOLLOWS.

ADAM SEPLOWE  
33855 US 19 N.  
PALM HARBOR, FL 34684

INGRID R. SEPLOWE  
33855 US 19 N.  
PALM HARBOR FL 34684

**ARICLE VIII**

**THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.**

**ARTICLE IX**

**THE ADDRESS OF THIS CORPORATIONS PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATIONS INITIAL REGISTERED OFFICE SHALL BE**

**33855 US 19 N.  
PALM HARBOR FL, 34684**

**THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATIONS INITIAL REGISTERED AGENT AT THIS ADDRESS IS:**

**ADAM SEPLOWE**

**ARTICLE X**

**THE NAME AND ADDRES OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATIONS INCORPORATOR IS**

**ADAM SEPLOWE  
33855 US 19 N.  
PALM HARBOR FL, 34684**

**ARTICLE XI**

**THIS CORPORATION RESERVES THE RIGHT TO AMMEND ANY PROVISION  
IN THESE ARTICALS OF INCORPORATION, OR ANY AMENDMENTS HERTO,  
ANY RIGHTS CONFIRMED UPON THE SHAREHOLDERS SHALL BE SUBJECT  
TO THIS RESERVATION**

**INCORPORATOR**

**I HEREBY ACCEPT MY DESIGNATION AS REGESTED AGENT AND AGREE TO  
SERVE AS THE REGESTED AGENT FOR N.Y. STYLE BAGEL OUTLET & DELI**

  
**REGESTED AGENT**

**DATE** 10-19-01

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