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GLICKMAN, WITTERS, MARELL AND JAMIESON

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1601 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CURTIS L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

CHARLES D. JAMIESON

JAANA T. MOISIO

SIOBHAN H. SHEA

TELEPHONE

(561) 478-1111

TELECOPIER

(561) 478-2433

November 28, 2001

Corporate Record Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-12/04/01--01021--001

****122.50 ****78.75

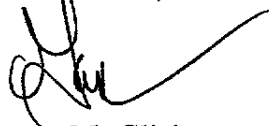
Reference: Sandalfoot Bagel Restaurant, Inc.
Gentlemen:

We are enclosing the original and a duplicate copy of the Articles of Incorporation of this proposed corporation together with a Designation of Registered Agent and Acceptance of Designation. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to us. Enclosed is a check for \$122.50 to cover the \$35.00 filing fee, \$52.50 for the certificate fee and \$35.00 for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS, MARELL AND JAMIESON



Garry M. Glickman

FILED
01 DEC -1 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GMG:jt

Enclosures (as noted above)

T. Burch DEC 6 2001

ARTICLES OF INCORPORATION
OF
SANDALFOOT BAGEL RESTAURANT, INC.

The undersigned subscriber to these Articles of Incorporation, is a sole person competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

SANDALFOOT BAGEL RESTAURANT, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is: Any business or business activity permitted under the laws of the State of Florida and the United States.

ARTICLE III

CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually.

FILED
01 DEC -4 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this corporation in the State of Florida is:

1601 Forum Place, Ste. 1101
West Palm Beach, Florida 33401

The Registered Agent of the corporation at the Corporation's Registered Office is:

Garry M. Glickman, Esquire

ARTICLE VI

PRINCIPAL CORPORATE OFFICE

The principal corporate office is:

23064 State Road 7
Boca Raton, Florida 33428

ARTICLE VII

DIRECTORS

This corporation shall have one (2) Directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the member of the first Board of Directors are:

Leonard Eiseman
8203 Duomo Circle
Boynton Beach, Florida 33437

Joyce Eiseman
8203 Duomo Circle
Boynton Beach, Florida 33437

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

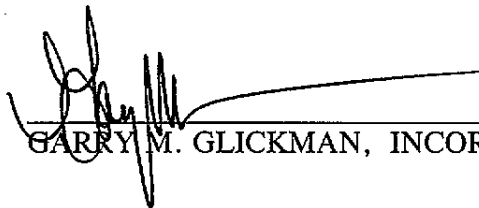
Garry M. Glickman, Esquire
1601 Forum Place, Ste. 1101
West Palm Beach, Florida 33401

ARTICLE X

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 shareholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this

27 day of November, 2001.



GARRY M. GLICKMAN, INCORPORATOR

1

] ss:

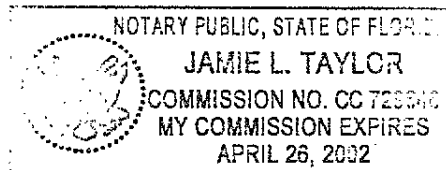
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November

SIGN

PRINT

STATE OF FLORIDA AT LARGE (SEAL)




DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 607.034, Florida Statutes, the following is submitted:

SANDALFOOT BAGEL RESTAURANT, INC.

desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 1601 Forum Place, Ste. 1101, West Palm Beach, Florida 33401 has named Garry M. Glickman, Esquire, as its agent to accept service of process within Florida.


GARRY M. GLICKMAN, INCORPORATOR

DATE: 11/27/01

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.


GARRY M. GLICKMAN, ESQUIRE

DATE: 11/27/01

RECEIVED
01 DEC -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA