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FILED

Joseph A. Murphy, III
Attorney & Counselor
516 Camden Avenue
Stuart, Florida 34994

02 MAR 11 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(561) 223-8600
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March 8, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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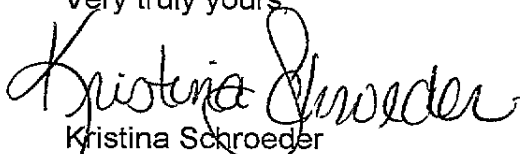
**Re: Incorporation
Max's Gourmet Bagels, Inc.**

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Max's Gourmet Bagels, Inc. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,


Kristina Schroeder
Legal Assistant to
Joseph A. Murphy, III

JAM/ks
Enclosure (3)

D. WHITE MAR 19 2002

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ARTICLES OF INCORPORATION
OF
MAX'S GOURMET BAGELS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the corporation is **MAX'S GOURMET BAGELS, INC.**

ARTICLE TWO

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

10600 South U.S. Highway 1
Port St. Lucie, FL 34952

ARTICLE THREE

The name of the registered agent at the above address is:

Renee Hill
10600 South U.S. Highway 1
Port St. Lucie, FL 34994

ARTICLE FOUR

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

ARTICLE FIVE

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE SIX

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

ARTICLE SEVEN

The general nature of the business is to operate a restaurant.

ARTICLE EIGHT

The corporation shall initially have one director, which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be more than two. The initial director shall be:

Renee Hill
1204 SE Astorwood Place
Stuart, FL 34994

ARTICLE NINE

The name and address of the individual who is the incorporator:

Renee Hill
1204 SE Astorwood Place
Stuart, FL 34994

ARTICLE TEN

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Renee Hill
Vice-President	Renee Hill
Secretary	Renee Hill
Treasurer	Renee Hill

ARTICLE ELEVEN

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefore is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Renee Hill	1204 SE Astorwood Place Stuart, FL 34994	100	\$100.00

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of February 2002.



RENEE HILL

**STATE OF FLORIDA
COUNTY OF MARTIN**

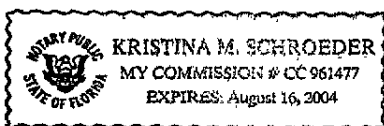
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **RENEE HILL** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified herself by Florida Drivers License # FLDL# H400-732-71-517-0, she acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 27th day of February 2002.



Notary Public
State of Florida at Large

My commission expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First -- That **MAX'S GOURMET BAGELS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Port St. Lucie, County of St. Lucie, State of Florida has named **RENEE HILL, 10600 SOUTH U.S. HIGHWAY 1, PORT ST. LUCIE, FLORIDA 34952** being in the County of St. Lucie, State of Florida, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Renee Hill*
RENEE HILL
Registered Agent

Date: 2/27/02

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TALLAHASSEE FLORIDA