

Mark W. Garrett, P.A.

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April 4, 2002

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

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-05/08/02--01060--001
*****78.75 *****78.75

Re: The Ultimate Bagel, Inc.

Gentlemen:

Enclosed is the original and one copy of Articles of Incorporation for the above-named corporation, together with our checks in the total sum of \$78.75 to cover your filing fee and the cost of a certified copy. Please return the certified copy to the undersigned at the above referenced address.

Should you have any questions or require anything further, please feel free to call our office.

Sincerely,

Eileen M. Heasley

Eileen M. Heasley, CLA
Legal Assistant

/emh

Enclosures

FILED
02 MAY -6 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/5/02

FILED

02 MAY -6 AM 10: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE ULTIMATE BAGEL, INC.

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME

The name of this corporation is **THE ULTIMATE BAGEL, INC.**

Article II.

ADDRESS

The street address of the principal office of the corporation is 1565 Forest Avenue, Winter Park, Florida 32789, and the mailing address of the corporation is the same.

Article III.

CAPITAL STOCK

This corporation is authorized to issue ten thousand shares (10,000) shares of authorized stock all of one class at a par value of \$.01 per share, to be designated "common shares."

Article IV.

REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is **STUART OMANS, 1565 Forest Avenue, Winter Park, Florida 32789.**

Article V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased 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 name and address of the initial directors of the corporation are:

STUART OMANS, 1565 Forest Avenue, Winter Park, Florida 32789

JANICE OMANS, 1565 Forest Avenue, Winter Park, Florida 32789

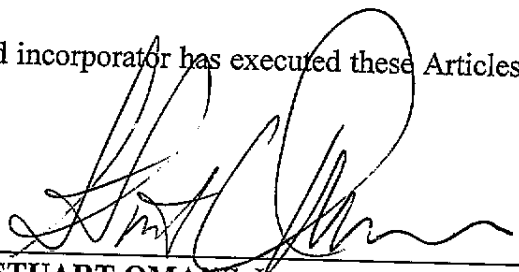
Article VI.

INCORPORATOR

The name and address of the person signing these Articles is:

STUART OMANS, 1565 Forest Avenue, Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 30th day of April, 2002.



STUART OMANS, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

In accordance with Section 607.0501(3), Florida Statutes, I hereby accept the designation, duties, and responsibilities as Registered Agent of **THE ULTIMATE BAGEL, INC.** and hereby state that I am familiar with and accept the obligation of that position.


STUART OMANS, Registered Agent

FILED
02 MAY -6 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA