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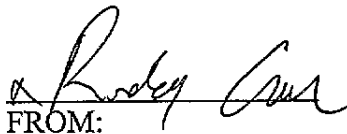
May 20, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Bagles Galore, Inc.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00
Filing Fee


FROM:

Randy Craver
7256 West Atlantic Blvd
Margate, Fl. 33063
(954) 979-1900

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02 MAY 28 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BAGELS GALORE, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is Bagels Galore, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 7256 West Atlantic Blvd Margate, Fl. 33063.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

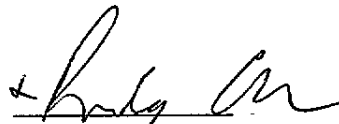
The name and address of the initial registered agent are Randy Craver, 7256 West Atlantic Blvd, Margate, Fl. 33063, Florida .

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

Name	Address
Randy Craver	7256 West Atlantic Blvd Margate, Fl. 33063

The undersigned has executed these articles of incorporation on May 20, 2002.


Incorporator

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02 MAY 28 AM 8:56
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

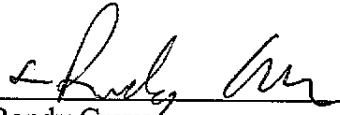
PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Bagels Galore, Inc.
2. The name and address of the registered agent and office is:

Randy Craver
7256 West Atlantic Blvd
Margate, Fl. 33063,

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

May 20, 2002


Randy Craver

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA