

CHARLES E. BUTLER III

ATTORNEY AT LAW

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VIA FEDERAL EXPRESS

Corporate Records Bureau
Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

October 1, 2002

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*****87.50 *****87.50

RE: BAGEL TIME RESTAURANT III, INC.

Gentlemen:

Enclosed are the original Articles of Incorporation and Resident Agent Certificate, together with my check in the amount of \$87.50 to cover the filing fee, charter tax, certified copy and the Resident Agent fee.

Please forward the certified copy and the Certificate of Incorporation to this office via Federal Express. I have enclosed a bill of lading for your convenience.

Thank you for your kind attention in this matter.

Very truly yours,

Charles E. Butler III

CEB3/bb
enc

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02 OCT -3 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAGEL TIME RESTAURANT III, INC.

ARTICLE I- NAME:

The name of this corporation is:

BAGEL TIME RESTAURANT III, INC.

ARTICLE II- DURATION:

This corporation shall have perpetual existence commencing on the 2nd day of October, 2002.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of operating restaurant business and for the conduct of any and all lawful business, and this corporation shall have all powers to effect its purpose.

ARTICLE IV- CAPITAL STOCK:

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- RIGHTS OF SHARES OF CAPITAL STOCK:

Section 1. Rights Upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be voted exclusively in the holders of the outstanding common shares.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE VI- PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of this corporation is: 23277 Largo Mar Circle, Boca Raton, FL 33433, and the name of the initial registered agent of this corporation at that address is: Anthony DiGiorgio Sr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

This corporation shall have 3 directors initially. The names and addresses of the initial directors of this corporation is:

Anthony DiGiorgio Sr.	23277 Largo Mar Circle Boca Raton, FL 33433
Anthony DiGiorgio Jr.	23277 Largo Mar Circle Boca Raton, FL 33433
Mary DiGiorgio	23277 Largo Mar Circle Boca Raton, FL 33433

ARTICLE IX - INCORPORATOR:

The name and address of the person signing these Articles of Incorporation is: Anthony DiGiorgio Sr., 23277 Largo Mar Circle, Boca Raton, FL 33433

ARTICLE X - BYLAWS:

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - CALLING SPECIAL MEETINGS:

Special meetings of Shareholders may be called by 50% of the holders of the outstanding common stock.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING:

Fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER:

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law. Said approval may be made at a meeting of the shareholders or in writing as provided by law.

ARTICLE XIV - RIGHTS OF SHAREHOLDERS TO DISSENT:

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED:

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless written consent by holders of 75% of all issued and outstanding shares is obtained.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation until such time as the directors may elect officers.

ARTICLE XVII - POWERS:

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless approval is given by 2/3 of the holders of the outstanding common stock.

ARTICLE XVIII - DIRECTORS COMPENSATION:

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX - NO REMOVAL OF DIRECTORS:

The shareholders of this corporation shall not be entitled to remove any director from office during his term, unless otherwise provided by the laws of the State of Florida and the Florida General Corporation Act.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXI - ACTION BY DIRECTORS WITHOUT A MEETING:

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXII - DIVIDENDS:

Dividends may be paid to shareholders from the operating surplus of the corporation or from capital in the form of a tax free return of capital as may be determined by the Board of

Directors. Dividends payable in shares of any class of stock may be paid to the holders of shares of any other class in lieu of a cash dividend payment as may be determined by the Board of Directors.

ARTICLE XXIII - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXIV - FISCAL YEAR:

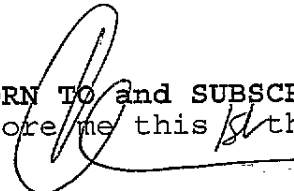
The end of the accounting year of this corporation shall be the end of the calendar year.

ARTICLE XXV - AMENDMENT:

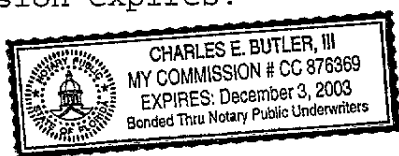
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation. Any amendment to the Articles of Incorporation shall be by a vote of 2/3 of the outstanding shares of stock or by written consent of the holders of 2/3 of the outstanding shares of the common stock of the corporation.

IN WITNESS WHEREOF, the undersigned authority has executed these Articles of Incorporation this 1st day of October, 2002.


Anthony DiGiorgio Sr.


SWORN TO and SUBSCRIBED
before me this 1st day of October, 2002.

Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BAGEL TIME RESTAURANT III, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 23277 LARGO MAR CIRCLE, BOCA RATON, FL 33433 HAS NAMED ANTHONY DiGIORGIO SR. AS RESIDENT AGENT, LOCATED AT 23277 LARGO MAR CIRCLE, BOCA RATON, FL 33433 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Anthony DiGiorgio Sr.

TITLE: President & Director

DATE: 10-01-02

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.

SIGNATURE: Anthony DiGiorgio Sr.

DATE: 10-01-02

FILED
02 OCT -3 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA