

**Electronic Articles of Incorporation
For**

P02000110067
FILED
October 11, 2002
Sec. Of State

BAGELS WITH EVERYTHING, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BAGELS WITH EVERYTHING, INC.

Article II

The principal place of business address:

4525 NORTH PINE ISLAND ROAD
SUNRISE, FL. 33351

The mailing address of the corporation is:

6200 NE 22 WAY
APT. 104
FORT LAUDERDALE, FL. 33306

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

6000

Article V

The name and Florida street address of the registered agent is:

PETER E DEPHILLIPS
6200 NE 22 WAY
APT. 104
FORT LAUDERDALE, FL. 33306

I certify that I am familiar with and accept the responsibilities of registered agent.

**P02000110067
FILED
October 11, 2002
Sec. Of State**

Registered Agent Signature: PETER DEPHILLIPS

Article VI

The name and address of the incorporator is:

IRENE DE CAMP
2631 E. OAKLAND PARK BLVD.
SUITE 101
FORT LAUDERDALE, FL 33306-1607

Incorporator Signature: IRENE DE CAMP

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MARY E WHITEMORE
3202 NE 10 STREET
POMPANO BEACH, FL. 33062

Title: VST
PETER E DEPHILLIPS
6200 NE 22 WAY
FORT LAUDERDALE, FL. 33306