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October 10th, 2002

FILED 02 OCT 15 AM 11: 07 SECRETARY OF STATE ALLAHASSEE, FLORIDA

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

SUBJECT: SUNRISE BAGELS DELI & CATERING INTERNATIONAL, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and check # 1282 for \$ 78.75 for the registration of the above said corporation.

FROM:

Nancy Chavez 11091 SW 65th Street

Miami, FL 33173

Phone (305) 598-1060

(3) enclosures

00.4/11

ARTICLES OF INCORPORATION OF SUNRISE BAGELS DELI & CATERING INTERNATIONAL, INC. SECRETARY OF STATE 02 OCT 15 AM 11:07

CORPORATE NAME: The name of the corporation shall be:

SUNRISE BAGELS DELI & CATERING INTERNATIONAL, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS: The corporation may engage in any activity or business permitted under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III

<u>CAPITAL STOCK:</u> This corporation is authorized to issue a maximum of 100 shares or corporate stock at \$ 1.00 par value.

ARTICLE IV

ADDRESS OF CORPORATION: The address of the corporation shall be:

3399 NW 72 Avenue Suite 128 Miami, Florida 33122

ARTICLE V

FIRST BOARD OF DIRECTORS; The names of the directors may be altered from time to time by the By-Laws by the Stockholders, however, the corporation shall have no less than one director. At the time of the incorporation, the directors shall be as follows:

JOSE CARLOS SOLIS, President/Chief Executive Officer 3399 NW 72 Avenue Suite 128 Miami, Florida 33122

ARTICLE VI

<u>INCORPORATOR</u>: The name and address of the incorporator is:

JOSE CARLOS SOLIS 3399 NW 72 Avenue Suite 128 Miami, Florida 33122

ARTICLE VII

COMMENCEMENT DATE AND CORPORATE EXISTENCE: Corporate existence shall be perpetual and shall commence on the date of charter by the Secretary of State of Florida.

WHEREFORE, the undersigned incorporator, for the purpose of forming a corporation to do business in the State of Florida, does make and files these Articles of Incorporation on this 10th day of October, 2002.

Jose Carlos Solis

STATE OF FLORIDA (COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that before me the undersigned authority authorized to take acknowledgements in the State of Florida, personally appeared, JOSE CARLOS SOLIS, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation of FROS, INC. and he acknowledges that he executed said Articles of Incorporation declaring and certifying that the statements contained herein are true.

Witness my hand and seal in Miami, Miami-Dade County, Florida on this 10th day of October, 2002.

NANCY CHAVEZ

Notary Public State of Florida My Commission Expires: 10/18/04

Nancy Chavez
Commission # CC 965388
Expires Oct. 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc

FILED
02 OCT 15 AM 11: 07
SECRETARY OF STATE
TALLAHASSEE: FLORIDA

ACCEPTANCE OF RESIDENT AGENT

The undersigned hereby accepts the foregoing designation as registered and resident agent fore service of process within the State of Florida and agrees to comply with the provisions of law applicable to said designation. The undersigned also hereby confirms that his address is 3399 NW 72 Avenue Suite 128 Miami, Florida 33122.

10/10/02

IOSE CARLOS SOLIS