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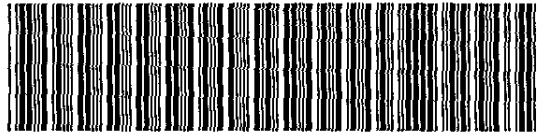
(Business Entity Name)

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TALLAHASSEE FLORIDA

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# KALEEL & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW

555 N. CONGRESS AVENUE  
SUITE 301  
BOYNTON BEACH, FL 33426

KENNETH M. KALEEL  
CAROL L. CROZIER

TELEPHONE 561-738-1104  
FACSIMILE 561-738-1106

CAROL ANN BERNSTEIN, PARALEGAL

December 23, 2002

## ***VIA UPS 2 DAY OVERNIGHT***

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Bagels Go Round Corp.

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with this firm's check in the amount of \$78.75 representing the following charges:

\$70.00 - Filing Fee; and  
\$ 8.75 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KALEEL & ASSOCIATES



Kenneth M. Kaleel, Esquire

KMK/kp

Enclosures

cc: David Babich  
Michael J Razler

ARTICLES OF INCORPORATION  
OF  
BAGELS GO ROUND CORP.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following *Articles of Incorporation*.

Article I. Name

The name of the corporation shall be: BAGELS GO ROUND CORP.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be: 6556 Hypoluxo Road, Lake Worth, FL 33467.

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

Article IV. Initial Registered Agent

The name and address of the initial registered agent is: Kaleel & Associates, 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

Article V. Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: DAVID BABICH.

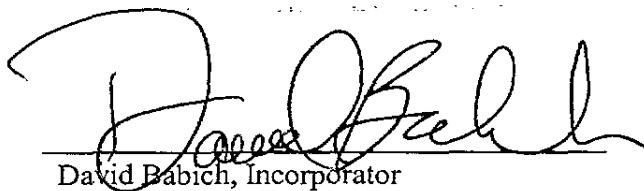
**Article VI. Directors**

The name and address of each director of the corporation is:

DAVID BABICH.  
9637 Shadybrook Dr.  
Boynton Beach, FL 33437

Michael J. Razler  
7283 Toscane Court  
Boynton Beach, FL 33437

The undersigned has executed these Articles of Incorporation this 23<sup>rd</sup> day of December,  
2002.

  
\_\_\_\_\_  
David Babich, Incorporator

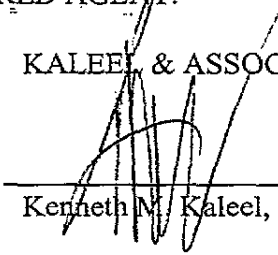
**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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 GO ROUND CORP**
2. The name and address of the registered agent and office is: Kaleel & Associates, 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

KALEEL & ASSOCIATES

BY:   
Kenneth M. Kaleel, President

DATED: 12-23-02

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TALLAHASSEE FLORIDA