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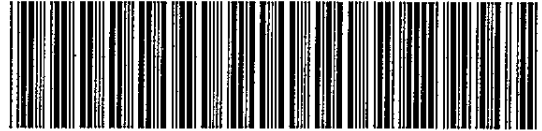
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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7/16/04

Jeffrey Hap, P.A.

Attorney At Law

341 West Indiantown Road • Jupiter, FL 33458

Tel: (561) 575-1900 Fax: (561) 746-3237

January 6, 2003

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

Re: Maplewood Bagel Market, Inc.

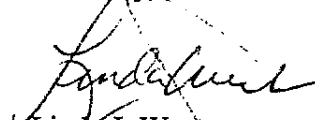
Dear Sir/Madam:

Enclosed please find the following:

1. An original and a copy of the Articles of Incorporation of Maplewood Bagel Market, Inc.;
2. Check in the amount of \$78.75 to cover the filing fee for the corporation; and
3. Pre-addressed, stamped envelope.

Please file the original Articles of Incorporation with the State and return the date-stamped copy to this office in the enclosed pre-addressed, stamped envelope. If you have any questions regarding this matter, please do not hesitate to call the office.

Sincerely,



Linda J. West
Legal Assistant

LJW:lw
Encls.



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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
MAPLEWOOD BAGEL MARKET, INC.**

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.

The name of the corporation shall be:

MAPLEWOOD BAGEL MARKET, INC.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be:

**401 MAPLEWOOD DRIVE
SUITE 1
JUPITER, FL 33458**

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of One Dollar (\$1.00) par value common stock

ARTICLE IV.

This corporation is organized for the following purposes:

(A) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society or state fair exposition.

(B) To do any and everything pertinent to the above.

ARTICLE V.

This corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI.

The name and address of the initial resident agent is:

**JEFFREY HAP
Attorney At Law
341 West Indiantown Road
Jupiter, Florida 33458**

ARTICLE VII.

The name and address of the incorporator to these Articles of Incorporation is:

**ERIC GLATT
182 HAMPTON PL
JUPITER, FL 33458**

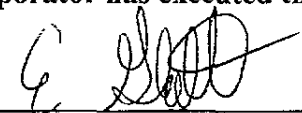
ARTICLE VIII.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX.

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

The undersigned incorporator has executed these Articles of Incorporation this ____ day of January, 2004.



**Eric Glatt, Incorporator
182 Hampton PL
Jupiter, FL 33458
STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 6th day of January, 2004, Eric Glatt, who is personally known to me and who did take an oath.



**Linda J West
My Commission DD130079
Expires June 30, 2006**


Notary Public

My commission expires: 6/30/06

CERTIFICATE OF DESIGNATION
RESIDENT AGENT/REGISTERED OFFICE

*

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in Designating the Registered agent in the State of Florida.

1. The name of the corporation is:

MAPLEWOOD BAGEL MARKET, INC.

2. The name and address of the registered agent and office is:

JEFFREY HAP
Attorney At Law
341 West Indiantown Road
Jupiter, Florida 33458

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 resident agent.

Dated this 6th day of January, 2004.



Jeffrey Hap, Resident Agent

This instrument prepared by:
Jeffrey Hap
Attorney at Law
341 West Indiantown Road
Jupiter, Florida 33458
(561) 575-1900

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