

**Electronic Articles of Incorporation
For**

P05000108405
FILED
August 04, 2005
Sec. Of State
thampton

SUNTREE BAGEL, 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:

SUNTREE BAGEL, INC.

Article II

The principal place of business address:

7777 N WICKHAM ROAD
SUITE 22
MELBOURNE, FL. 32940

The mailing address of the corporation is:

7777 N WICKHAM ROAD
SUITE 22
MELBOURNE, FL. 32940

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:

100

Article V

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

JOHN C PENNY
1270 HIGHWAY A1A
SATELLITE BEACH, FL. 32937

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

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Registered Agent Signature: JOHN C PENNY

Article VI

The name and address of the incorporator is:

THOMAS P FLAVIN & ASSOCIATES, P. A.
330 FIFTH AVENUE
INDIALANTIC, FL 32903

Incorporator Signature: THOMAS P FLAVIN

Article VII

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

Title: PRES
JOHN C PENNY
1270 HIGHWAY A1A
SATELLITE BEACH, FL. 32937

Title: VP
MARC R PENNY
1839 CADILLAC CIRCLE SOUTH
MELBOURNE, FL. 32935

Article VIII

The effective date for this corporation shall be:

08/01/2005