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Division of Corporations  
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TALLAHASSEE, FLORIDA

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From:

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Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**a & f bagels, inc.**

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A & F BAGELS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, and to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: A & F BAGELS, INC.

ARTICLE II - PURPOSE

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do viz:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To purchase, lease, or otherwise acquire and hold lands, buildings, and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interest of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

This instrument prepared by:

GARY I. HANDIN, P.A.  
3111 University Drive, Suite 605  
Coral Springs, Florida 33065  
(954) 796-9600  
FL BAR NO. 288594

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Adopt, change, amend and repeal By-Laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest of membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business.

Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or therein. Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of this State or any other States or government; while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer share of its own capital stock except from the surplus of its assets over its liabilities including capital. Share of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and

shall authorize or agree upon, issue, and sell or pledge bonds, debentures, notes and other evidence or indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing it, as occasion may require and the Board of Directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

### ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of Seven Thousand Five Hundred (7,500) shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

### ARTICLE IV - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OR SHARE OF CAPITAL STOCK

SECTION I. Dividends. The holders of record of the Preferred Shares, if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Such cash dividends on Preferred Shares shall be cumulative so that if for any dividend period cash dividends at that specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the Preferred Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment or setting apart for payment or setting specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

SECTION II. Rights upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid par value for each of such Preferred Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus of earnings available for dividends, and no more. After payment to the holders of Preferred Shares for the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION III. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE V - DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, and or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;
5. The rights, if any, of the holders of shares of each series to convert such shares into Common Shares and the terms and conditions of such conversion.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3111 University Drive, Suite 605  
Coral Springs, Florida 33065

and the name of the initial registered agent of this corporation at that address is:

GARY I. HANDIN

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or decreased or diminished from time to time by the By-Laws but shall never be less than one (1) nor more than three (3).

The names and addresses of the initial directors of this corporation are:

MICHAEL H. FRIEDMAN  
7224 N.W. 116<sup>TH</sup> WAY  
PARKLAND, FLORIDA 33076

OSCAR ARCE III.  
8208 N.W. 91<sup>ST</sup> TERRACE  
TAMARAC, FLORIDA 33321

ARTICLE IX

The address of the principal office of this corporation is:

7224 N.W. 116<sup>TH</sup> WAY  
PARKLAND, FLORIDA 33076

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

GARY I. HANDIN, ESQ.  
3111 University Drive  
Coral Springs, Florida 33065

ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlement made with a view of curtailment of costs or litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such

right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors, and the administrators of any such director or officer.

#### ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or accounts or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be their book value.

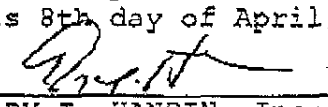
#### ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by a fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

#### ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all of the stockholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of April, 2006.

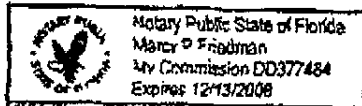
  
\_\_\_\_\_  
GARY I. HANDIN, Incorporator

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF BROWARD    )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GARY I. HANDIN, known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of April, 2006.

My Commission Expires:



  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF  
A & F BAGELS, INC.**

HAVING BEEN NAMED to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
GARY I. HANDIN  
REGISTERED AGENT



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A & F BAGELS, INC.

In pursuance of Chapter 607.0202 or 607.051, Florida  
Statutes, the following is submitted, in compliance with said  
Act:

First--That A & F BAGELS, INC., desiring to organize under  
the laws of the State of Florida with its principal office  
located at 7224 N.W. 116<sup>th</sup> Way, Parkland, Florida 33076 as  
indicated in the Articles of Incorporation at County of Broward,  
State of Florida, with GARY I. HANDIN, located at 3111 University  
Drive, Suite 605, City of Coral Springs, County of Broward, State  
of Florida, 33065 as its agent to accept service of process within  
this State.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.



Gary I. Handin  
REGISTERED AGENT

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