

**Electronic Articles of Incorporation
For**

P07000040857
FILED
April 02, 2007
Sec. Of State
thampton

U-NEED-A-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:

U-NEED-A-BAGEL.INC

Article II

The principal place of business address:

1475 PALM COAST PARKWAY, N.W.
SUITE 102
PALM COAST, FL. 32137

The mailing address of the corporation is:

298 MAIN STR
#3
FARMINGDALE, NY. 11735

Article III

The purpose for which this corporation is organized is:

BAGEL STORE

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:

YELENA PROSVIRNOVA
107 PANORAMA DRIVE
PALM COAST, FL. 32164

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

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Registered Agent Signature: YELENA PROSVIRNOVA

Article VI

The name and address of the incorporator is:

YELENA PROSVIRNOVA
1475 PALM COAST PARKWAY, N.W.
102
PALM COAST, FLORIDA 32137

Incorporator Signature: YELENA PROSVIRNOVA

Article VII

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

Title: P
YELENA PROSVIRNOVA
107 PANORAMA DRIVE
PALM COAST, FL. 32164

Title: VP
ROBERT KORCHINSKIY
107 PANORAMA DRIVE
PALM COAST, FL. 32164

Title: VP
NATALIYA KERMAN
107 PANORAMA DRIVE
PALM COAST, FL. 32164

Article VIII

The effective date for this corporation shall be:

04/02/2007