

**Electronic Articles of Incorporation
For**

P07000072303
FILED
June 21, 2007
Sec. Of State
ksaly

BAILEY'S BAGELS & BREAD CO. 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:

BAILEY'S BAGELS & BREAD CO. INC.

Article II

The principal place of business address:

14010 U.S HIGHWAY 1
SEBASTIAN, FL. US 32958

The mailing address of the corporation is:

6044 RIDGE LAKE CIRCLE
VERO BEACH, FL. US 32967

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:

HEATHER M BERG
6044 RIDGE LAKE CIRCLE
VERO BEACH, FL. 32967

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

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Registered Agent Signature: HEATHER M BERG

Article VI

The name and address of the incorporator is:

HEATHER M BERG
6044 RIDGE LAKE CIRCLE

VERO BEACH, FL 32967

Incorporator Signature: HEATHER M BERG

Article VII

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

Title: PSTD
HEATHER M BERG
6044 RIDGE LAKE CIRCLE
VERO BEACH, FL. 32967 US

Title: VDTD
CARY E BERG
6044 RIDGE LAKE CIRCLE
VERO BEACH, FL. 32967 US

Article VIII

The effective date for this corporation shall be:

06/18/2007