

**Electronic Articles of Incorporation
For**

P08000045400
FILED
May 06, 2008
Sec. Of State
jshivers

NEW YORK BAGEL DELI HOLDING COMPANY

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:

NEW YORK BAGEL DELI HOLDING COMPANY

Article II

The principal place of business address:

1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

The mailing address of the corporation is:

1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

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:

1000

Article V

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

RICHARD WASERSTEIN
1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

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

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Registered Agent Signature: RICHARD WASERSTEIN

Article VI

The name and address of the incorporator is:

GEDRE LESKEVICIENE
1124 KANE CONCOURSE

BAY HARBOR ISLANDS, FLORIDA 33154

Incorporator Signature: GIEDRE LESKEVICIENE

Article VII

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

Title: P
EVAN STEINMAN
5701 COLLINS AVENUE, UNIT 306
MIAMI BEACH, FL. 33140

Title: VP,
GEDRE LESKEVICIENE
1124 KANE CONCOURSE
BAY HARBOR ISLANDS, FL. 33154

Article VIII

The effective date for this corporation shall be:

05/05/2008