

Division of Corporations  
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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**liberty bagel, inc.**

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**ARTICLES OF INCORPORATION**

**OF**

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**LIBERTY BAGEL, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida and states as follows:

**ARTICLE I**  
**NAME**

The name of this corporation is:

Liberty Bagel, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the corporation is:

8515 Lake Point Court  
Lake Worth, Florida 33467

**ARTICLE III**  
**DURATION**

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

**ARTICLE IV**  
**PURPOSE**

This corporation is organized for the purpose of engaging in operating a breakfast and lunch eatery, and any lawful act or activity for which corporations may be organized under the Chapter 607, Florida Statutes, Florida General Corporation Act, and all things necessary and related thereto for the lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance or such purposes or objects of the Corporation; and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and of the purposes of transacting any and all lawful business.

George D. Psinos, P.A.  
1615 Forum Place., Suite 500  
West Palm Beach, FL 33401  
Florida Bar #339857  
(561-640-9010)

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The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue a maximum of 100 shares of a common class stock having no par value per share.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

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

George D. Psolnos, P.A.  
1615 Forum Place, Ste 500  
West Palm Beach, Florida 33401

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

George D. Psolnos, Esq.

**ARTICLE VII**  
**INCORPORATOR**

The name and mailing address of the undersigned incorporator signing these Articles of Incorporation is:

Peter Massucci  
8515 Lake Point Court  
Lake Worth, Florida 33467

**ARTICLE VIII**  
**INITIAL DIRECTOR AND OFFICER**

The name and mailing address of the initial director and President of the Corporation is:

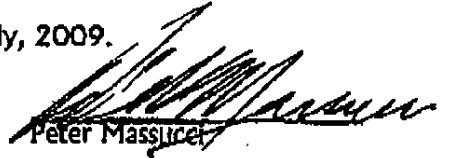
Peter Massucci  
8515 Lake Point Court  
Lake Worth, Florida 33467

**ARTICLE IX**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation this 7 day of July, 2009.

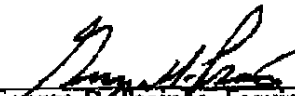
  
Peter Massucci

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Liberty Bagel, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 8<sup>th</sup> day of July, 2009.

  
George D. Psolnos, Esquire  
George D. Psolnos, P.A.  
1615 Forum Place, Suite 500  
West Palm Beach, Florida 33401

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TALLAHASSEE, FLORIDA

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