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To:

Division of Corporations

Fax Number : (850)617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

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

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one ----annual report mailings. Enter only one email address please. **

FLORIDA PROFIT/NON PROFIT CORPORATION s & m bagels, inc.

EP 19/39/09

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12/29/2009

EMPIRE CORP KIT

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12/29/2009 14:20

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

NAME

The name of the corporation shall be:

S & M BAGELS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: 2900 W. SAMPLE ROAD # MS009

H0900

POMPANO HEACH, FL 33073

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized is: WHOLESALE BAGELS

ARTICLE IV SHARES

The number of shares of stock is:

500

INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es): FRANCES MALZMAN

STEVE KLINE

6585 KENSINGTON LANE

8753 FOREST HILLS BLVD

DELRAY BEACH, FL 33446

CORAL SPRINGS, FL 33065

REGISTERED AGENT

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

Marc Friedman 8634 NW 59th Place Parkland, Fl 33067

INCORPORATOR ARTICLE VII

The name and address of the Incorporator is:

Marc Friedman 8634 NW 59th Place Parkland, Fl 33067

Having been named as registered agant to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ature/Registered Agent

12/29/01 Date 12/29/09 Date H09000265892

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EMPIRE CORP KIT