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J. Shivers AUG 25 2010

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bagels & Noodles, Inc.

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

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Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

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Driving Record _____

UCC 1 or 3 File _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

BAN - Aug 24 - AM

Requested by:

Name _____ Date _____ Time _____

ARTICLES OF INCORPORATION
OF
BAGELS & NOODLES, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator(s) of this corporation for pecuniary profit under the Florida Business Corporation Act.

2010 AUG 24 AM 8:51
SECURE TAKY DR
TALLAHASSEE, FLORIDA

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ARTICLE I.
NAME AND LOCATION OF AGENT AND OFFICES

SECTION 1.1 NAME:

The name of the corporation shall be **BAGELS & NOODLES, INC.**

SECTION 1.2 PRINCIPAL OFFICE or MAILING ADDRESS:

The principal office or mailing address of the corporation shall be **1222 WEST UNIVERSITY AVENUE, GAINESVILLE, FL 32601**. The corporation may change the forgoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determined.

SECTION 1.3 INITIAL REGISTERED AGENT AND OFFICE; STATEMENT OF ACCEPTANCE:

The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be **HUY NGUYEN**. The initial Registered Office street address of the Registered Agent shall be **1222 WEST UNIVERSITY AVENUE, GAINESVILLE, FL 32601**. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II.
DURATION AND COMMENCEMENT

SECTION 2.1 DURATION:

The corporation shall have perpetual existence, or until dissolved according to law.

SECTION 2.2 COMMENCEMENT OF CORPORATE EXISTENCE:

The corporation's existence shall commence at 12:01 A.M. on the date of AUGUST 24, 2010.

ARTICLE III.
PURPOSE AND POWERS

SECTION 3.1 PURPOSE:

The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

SECTION 3.2 POWERS:

The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV.
AUTHORIZED SHARES

SECTION 4.1 CLASS, NUMBER, PAR and, DESCRIPTION:

The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to Ten Thousand (10,000) shares at One Dollar(\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

SECTION 4.2 CONSIDERATION:

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

SECTION 4.3 NO PREEMPTIVE RIGHTS:

The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

SECTION 4.4 PLURALITY VOTING:

Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V.
GENERAL**SECTION 5.1 AMENDMENT:**

The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

SECTION 5.2 ORGANIZATION MEETING OF DIRECTORS:

After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

SECTION 5.3 INITIAL DIRECTORS:

The number of directors constituting the initial Board of Directors shall be two (2), which number may be increased or decreased but not below one(1) from time to time in accordance with the Bylaws. The name and address of initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

HUY NGUYEN
1222 WEST UNIVERSITY AVE.
GAINESVILLE, FL 32601

PHUONG BUI
1222 WEST UNIVERSITY AVE.
GAINESVILLE, FL 32601

SECTION 5.4 INCORPORATORS:

The name and address of the incorporator(s) executing this instrument is as follows:

HUY NGUYEN
1222 WEST UNIVERSITY AVE.
GAINESVILLE, FL 32601

IN WITNESS WHEREOF, the undersigned executed this instrument this 20th day of August, 2010.


HUY NGUYEN, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING the REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BAGELS & NOODLES, INC.

2. The name and address Of the registered agent and office is:

HUY NGUYEN
(NAME)

1222 WEST UNIVERSITY AVENUE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

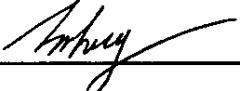
GAINESVILLE, FL 32601
(CITY/STATE/ZIP)

SECRETARY OF
TALLAHASSEE, FL

2010 AUG 24 AM

FILE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

8/20/10
(DATE)