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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAGEL BOSS, INC.

FAX AUDIT NUMBER: H95000000072

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1995

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FLORIDA DIVISION OF CORPORATIONS

95 JAN -4 AM 9:50

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ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

BAGEL BOSS, INC.

ARTICLE II

SPECIFIC PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares, all of one class, at \$1.00 par value.

* EDWARD J. KONE

EDWARD J. KONE, P.A.

4400 NORTH FEDERAL HIGHWAY

SUITE 301

BOCA RATON, FL. 33431

TEL.: (407) 393-8722 - FLORIDA BAR #: 0714781

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ARTICLE V

ADDRESS

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

4995 RIVERSIDE DRIVE
CORAL SPRINGS, FLORIDA 33067

ARTICLE VI

BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the Shareholders. In no event shall the number of Directors be less than one.

The name and street address of the initial directors of this corporation is:

NAME

ADDRESS

DANILO SCIFO

4995 RIVERSIDE DRIVE
CORAL SPRINGS, FLORIDA 33067

ARTICLE VII

REGISTERED AGENT

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

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EDWARD J. KONE, ESQUIRE
EDWARD J. KONE, P.A.
TOWER AT THE SANCTUARY
4400 NORTH FEDERAL HIGHWAY
SUITE 301
BOCA RATON, FLORIDA 33431

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these
Articles of Incorporation is:

EDWARD J. KONE
4400 NORTH FEDERAL HIGHWAY, SUITE 301
BOCA RATON, FLORIDA 33431

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal
any provisions contained in these Articles of Incorporation,
or any amendment hereto, and any right conferred upon the
shareholders is subject to this reservation.

ARTICLE X

DATE CORPORATION COMMENCES

The date when corporate existence for this corporation
shall begin on the date that these Articles of Incorporation
are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned executed these

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Articles of Incorporation on this 3rd day of JAN,
1995.

[Signature]
INCORPORATOR

[Signature]
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
3rd day of JAN, 1995, by EDWARD J. KONE, P.A. as
Incorporator and as Registered Agent, who is personally known
to me ~~as who have produced~~ _____ as
identification and who did take oaths.

My Commission expires:

[Signature]
Notary Public
Printed, typed or stamped name



NORTH AMERICAN
My Commission Expires
Expires Jan. 11, 1996
Notarized by H&J
800-455-1999

CC 391649
(Serial Number, if any)

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**CERTIFICATION OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the 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: BAGEL BOSS, INC.
2. The name and address of the registered agent and office is:

EDWARD J. KONE, ESQUIRE
EDWARD J. KONE, P.A.
TOWER AT THE SANCTUARY
4400 NORTH FEDERAL HIGHWAY
SUITE 301
BOCA RATON, FLORIDA 33431

SIGNATURE 

(CORPORATE OFFICER)

TITLE Pres.DATE 1/3/95

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 DATE 1-3-95

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