

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

95 FEB 22

CIVIL

NAME
FIRM
ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

F. Yonem

FEB 22 1995 *BSB*

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *AAK* _____

WALK-IN Will Pick Up *2-22-11-00*

RE: *Mo's Bagels, Inc*

	C.C. FEE.	DISBURSED
Capital Express		
Corp. Rpt. Search		
Ltd. Partnership File		
Foreign Corp. File		
(Cert. Copy(s))		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File	****122.50	****122.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

SECRETARY OF STATE
FEB 22 1995
FILED

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

MOE'S BAGELS, INC.

FILED
95 FEB 22 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **MOE'S BAGELS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2772 N.E. 187th Street, Miami, FL 33180.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty (50) shares having a par value of no par per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Dennis B. Freeman, 20801 Biscayne Blvd., Suite 304, Aventura, FL 33180.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

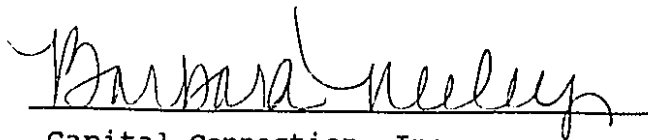
The name and address of each member of the initial Board of Directors of the corporation is:

P/S/T/D Hussin Mohamed

V/D Jay Mazen

2772 N.E. 187th St., Miami, FL 33180

The undersigned has executed these Articles of Incorporation this 22nd day of February, 1995.



Capital Connection, Inc.

Barbara Neeley - President

Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 FEB 22 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Statutes, the mentioned 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: _____

MOE'S BAGELS, INC.

2. The name and street address of the registered agent and office is: _____
Dennis B. Freeman

20801 Biscayne Blvd., Suite 304, Aventura, FL 33180

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.



P95000014700

LAW OFFICES
LAWRENCE H. ROGOVIN
PROFESSIONAL ASSOCIATION

THE OFFICE PARK AT THE CALIFORNIA CLUM
1031 IVES DAIRY ROAD • SUITE 125
MIAMI, FLORIDA 33179

LAWRENCE H. ROGOVIN*
*ALSO MEMBER OF THE NEW YORK BAR

PHONE: (305) 770-4114
FAX: (305) 770-3080
E-MAIL: LROGOVIN@COUNSEL.COM

March 17, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002117853--5
-03/19/97--01057--011
*****35.00 *****35.00

RE: MOE'S BAGELS, INC.

Gentlemen:

Pursuant to a Stipulation of Settlement in an action instituted by our client Moe's Gourmet Bagel Corporation against Moe's Bagels, Inc. in the Circuit Court of the 11th Judicial Circuit, in and for Dade County, Florida, (a copy of which Stipulation we enclose), enclosed please find for filing the following documents:

1. Articles of Amendment to Articles of Incorporation of Moe's Bagels, Inc. changing its name to Mo's Bagels, Inc., and our office account check payable to the order of the Secretary of State in the sum of \$35.00 for filing the Articles of Amendment. We enclose an extra copy of the Articles of Amendment which should be returned to us file stamped by your office.

2. Letter from Mo's Bagels, Inc. (the new name of the entity per the Amendment filed in accordance with paragraph 1 above) f/k/a Moe's Bagels, Inc. consenting, pursuant to the requirements of the enclosed Stipulation settling the lawsuit, to the formation of a Florida corporation under the name of "Moe's Bagels, Inc." by Mr. Martin Osher.

3. Articles of Incorporation of Moe's Bagels, Inc., duly signed by Martin Osher as the incorporator, and our firm's check payable to the order of the Secretary of State in the amount of \$122.50 in payment of the filing, certification and registered agent designation fees. We also enclose an extra copy of the Articles of Incorporation which should be returned to us file stamped by your office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 26 AM 10:25

OK per KB to
change name with
consent of TM
Moe's Bagel.
* Note - mediation
documents

N/C Amend
Sf

Florida Secretary of State
Division of Corporations
March 17, 1997
Page 2

We also enclose copies of correspondence between our respective offices dated March 24, 1995 and March 30, 1995.

Thank you for your cooperation in this matter.

Very truly yours,



LAWRENCE H. ROGOVIN

LHR:cmd
enclosures

cc: Mr. Martin Osher without enclosures BY FAX (954) 456-1517
cc: Mitchell J. Zidel, Esquire without enclosures

Mo's Bagels, Inc.
2772 NE 187th Street
Miami, Florida

July 23, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MOE'S BAGELS, INC.

Dear Sir:

We have filed with your office an Amendment to the Articles of Incorporation of our corporation changing its name from "Moe's Bagels, Inc." to "Mo's Bagels, Inc." to satisfy the requirements of a stipulation settling a lawsuit.

Pursuant to the provisions of that stipulation, this letter shall signify our consent to Mr. Martin Osher, 2075 NE 164th Street, North Miami Beach, FL 33162, to form a Florida corporation to be named "Moe's Bagels, Inc."

Very truly yours,

MO'S BAGELS, INC. (f/k/a Moe's Bagels, Inc.)

By:

Hussin Mohamed

Hussin Mohamed, President and Secretary

Jay Mazen

Jay Mazen, Vice President

Note:
Notified cannot
File new articles
with name.
(58)

IN THE CIRCUIT COURT OF THE
11TH JUDICIAL CIRCUIT IN AND
FOR DADE COUNTY, FLORIDA
CASE NO. : 96-05448 CA 11
JUDGE : W. THOMAS SPENCER
TRIAL DATE: 10/21/96

MOE'S GOURMET BAGEL, CORP.

Plaintiff(s),

vs.

MOE'S BAGELS, INC.

Defendant(s).

MEDIATORS REPORT

COMES NOW Judge Murray Meyerson (Ret.), the undersigned certified Mediator from
FLORIDA MEDIATION GROUP and reports to this Honorable Court:

The Mediation was held on: 07-22-96 09:00.

☒ An Agreement was reached, as per the attached MEDIATION SETTLEMENT
AGREEMENT.

☐ No Agreement was reached; Impasse.

☐ The parties agree to adjourn and reconvene for a continuation of the
mediation on or before ___/___/___ . Notice of the date, time, & place
shall be furnished to all parties and filed with the Court.

☐ The parties wish to continue negotiating toward settlement with the
assistance of the mediator. If no Notice of Post-Mediation Settlement
is filed on or before ___/___/___ , the court shall assume an impasse
has occurred.

☐ A Post-Mediation Settlement was reached, as per information received
on ___/___/___ , from _____.

☐ Other: _____

Certified Mediator, FLORIDA MEDIATION GROUP - FMG# 1-21880

()
5415 Mariner St.
Suite 104
Tampa, FL. 33609
(813) 281-8880

()
28 W. Flagler St.
Suite 1010
Miami, FL. 33130
(305) 579-9990

()
800 E. Broward Blvd.
Suite 400
Ft. Lauderdale, FL. 33301
(305) 522-9991

Copies to:
Clerk of Court
Counsel of record
Parties, (if unrepresented)
____/____/____

medrept.cir

MEDIATION SETTLEMENT AGREEMENT

MOE'S GOURMET BAGEL, CORP.

VS.

MOE'S BAGELS, INC.

COURT CASE #: 96-05448 CA 11

CIRCUIT: 11TH COUNTY: DADE

FEDERAL DISTRICT: _____

The parties and/or their respective counsel and/or representative hereby stipulate and agree that all matters arising out of the above matter, including any subrogation claims, are hereby resolved as follows:

Defendant(s) shall pay to the Plaintiff(s) the amount of \$ _____. Each party shall bear their respective attorney fees and costs. All other matters discussed at the mediation shall remain privileged and confidential, unless otherwise agreed by all parties. The court shall retain Jurisdiction to enforce the terms of the SETTLEMENT AGREEMENT.

Additional terms: SEE ATTACHED SETTLEMENT
AGREEMENT.

DATE: 7/22/96

[Signature]
PLAINTIFF

[Signature]
PLAINTIFF (ATTY)

[Signature]
DEF.

[Signature]
DEF. (ATTY.)

Copies furnished to above

(_____)

FMG #: 1-21880

AGREE.MED

Plaintiff - JCO

Def. JM HM

Plaintiff Atty - PAR

Def. Atty. WZ

July 22, 1996

IT IS HEREBY stipulated and agreed that the certain action styled "MOE'S GOURMET BAGEL CORPORATION, Plaintiff vs MOE'S BAGELS, INC., Dade County Circuit Court Case No. 96-05449 CA 11, shall be and hereby is settled on the following terms and conditions:

1. Within ten (10) days from date defendant shall ^{change} ~~change~~ its corporate name to "MOE'S BAGEL, INC.". Plaintiff shall pay for that name change cost. Defendant hereby consents to Martin Osher ~~being~~ forming a Florida corporation named "MOE'S BAGELS, INC." (see my below)
2. Within no later than (90) ninety days from date defendant shall change its trade name (the name of its restaurant and business) to "MOE'S BAGEL". Plaintiff shall ^{pay} the cost of ^{changing its} ~~changing its~~ ^{defendant's} store (exterior and interior) signage and the cost of new menus and business cards, not to exceed five thousand dollars (\$5,000). The cost shall be evidenced by legitimate ^{third-party} bills therefore submitted by defendant to plaintiff.

3. Neither defendant nor its principals shall use any similar sounding name ("MOE'S BAGELS" or "MOE'S GOURMET BAGELS") at any ~~other~~ location ^{other} than its present location.

4. Defendant's consent, ^{referred to in paragraph 1 above} shall also be by letter prepared by plaintiff's counsel.

(Continued on next page)

PLAINTIFF - JD
PLAINTIFF ATTY JMR

DEF. JM HM
DEF ATTY MZ

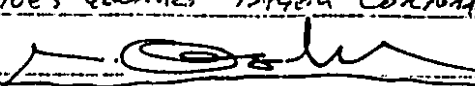
5. IN THE EVENT DEFENDANT CLOSURE ITS PRESENT OPERATION, IT SHALL PROMPTLY CHANGE ITS CORPORATE NAME TO A DISTINGUISH NAME, AT PLAINTIFF'S EXPENSE OF SUCH CORPORATE NAME CHANGES.
6. DEFENDANT ACKNOWLEDGES THE SUPERIORITY OF PLAINTIFF'S ^{DEFENDANT'S NAME AND ITS PENDING SAME DISTRICT} TRADE AND SERVICE MARKS TO PLAINTIFF'S USE OF ITS TRADE AND SERVICE MARKS IN ANY RESTAURANT OR FOOD OPERATION IN DADE COUNTY, FLORIDA, EXCEPT FOR THE RESTAURANT ^{CONTAINED IN PARAGRAPH 7 BELOW}
7. ^{THE PENDING OF DEFENDANT OWN DEFENDANT AND} AS LONG AS DEFENDANT IS ACTIVELY OPERATING ITS PRESENT BUSINESS, PLAINTIFF AGREES NOT TO A, A COMPETING BUSINESS UNDER ITS PRESENT TRADE NAME, OR ANY SIMILAR NAME, WITHIN A TWO (2) MILE RADIUS OF DEFENDANT'S PRESENT RESTAURANT LOCATION. SHOULD DEFENDANT'S PRESENTS ^{SELL PERSONAL OR LEGAL CONTROLLING INTEREST OR CONTROL OF DEFENDANT, THE FOREGOING RESTRICTION SHALL AUTOMATICALLY TERMINATE.}
8. ^{PLAINTIFF} DEFENDANT, HUSSIN MOHAMMED SHALL HAVE THE RIGHT TO USE THE NAME "MO" OR "MO'S" IN ANY NEW COMPETING BUSINESS UNDO THE FOLLOWING CONDITIONS:
- (A) DEFENDANT'S PRESENT RESTAURANT IS CLOSED OR HAS BEEN SOLD TO A THIRD PARTY; AND
 - (B) HUSSIN MOHAMMED ~~NEEDING~~ OPEN AND OPERATES SUCH COMPETING BUSINESS WITHIN EIGHTEEN (18) MONTHS FROM DATE; AND
 - (C) MR. MOHAMMED MAY USE SUCH NAME AT ONLY ONE (1) LOCATION
9. SHOULD THE PRINCIPALS OF DEFENDANT SELL LEGAL OR PERSONAL
- (CONTINUED NEXT PAGE)

INTEREST OF THEIR STOCK IN DEFENDANT THEY AGREEMENT
AND ALSO THEY SHALL MAKE DISCLOSURE OF THIS
STIPULATION TO THEIR PURCHASER/ASSIGNEE/TRANSFERS
AND ATTACH A COPY OF THIS STIPULATION
TO THEIR AGREEMENT OF SALE.

10. IN THE EVENT ANY PARTY INSTITUTES SUIT TO ENFORCE
OR INTERPRET THIS STIPULATION, THE LOSING PARTY SHALL
PAYING THE PREVAILING PARTY'S REASONABLE LEGAL FEES,
COSTS AND EXPENSES.

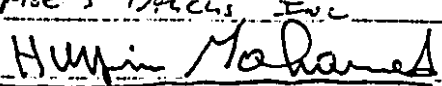
MOE'S GEMMAES TRADING CORPORATION

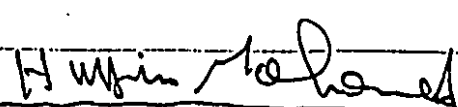
By:

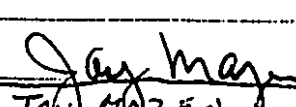

MARTIN OSHER, President

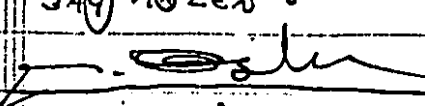
MOE'S BARBERS, INC.

By:


HUSSEIN MOHAMED


HUSSEIN MOHAMED


JAY MAZER


MARTIN OSHER

97 MAR 26 AM 10: 25

LAW OFFICES OF LAWRENCE H. POGOVIN, PROFESSIONAL ASSOCIATION
1031 IVES DAIRY ROAD, SUITE 125 - THE OFFICE PARK AT THE CALIFORNIA CLUB
MIAMI, FLORIDA 33179 TELEPHONE: (305) 770-4114