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**KATZMAN & KORR**  
A Professional Association

1100 South State Road Seven  
Suite 102  
Margate, Florida 33068

Telephone: (305) 972-8228

Fax: (305) 972-8711

March 2, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300001425893  
-03/03/95--01075--018  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: *Incorporation of S & G Bagel Place, Inc.***  
***Sub-Chapter S Corp***

Dear Sirs:

Enclosed please find the formal original Articles of Incorporation for the above-referenced company and a check in the amount of \$122.50 for filing fees and certification of same. Kindly file and return a certified copy of same in the self addressed stamped envelope provided.

Thank you for your prompt attention to this matter.

KATZMAN & KORR, P.A.

  
Leigh C. Katzman, Esq.  
Managing Partner

Enclosure  
*laufles/corp/sgbagel*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR -9 PM 1:56

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**ARTICLES OF INCORPORATION/SUB-CHAPTER S**  
**OF**  
***S & G BAGEL PLACE, INC.***

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

***NAME OF CORPORATION***

The name of the Sub Chapter-S Corporation shall be ***S & G BAGEL PLACE, INC.***

The principal place of business of this business shall be 8438 West Oakland Park Boulevard, Sunrise, Florida 33351.

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific nature of business of the Corporation will be the operation of a retail store selling bagels and other food products.

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**ARTICLE II**  
***CAPITAL STOCK***

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No capital stock may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation except to another individual who is eligible to be a shareholder of such corporation.

**ARTICLE III**  
***TERM OF EXISTENCE***

The sub-chapter s corporation is to exist perpetually.

## **ARTICLE IV**

### ***OFFICERS AND DIRECTORS***

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

**STEVEN MARK HOLMAN - PRESIDENT**

**GARY LEE PEDULLO - VICE PRESIDENT**

**STEVEN MARK HOLMAN - SECRETARY**

**STEVEN MARK HOLMAN - TREASURER**

**Steven Mark Holman  
7803 NW 70th Terrace  
Tamarac, Florida 33321**

**Gary Lee Pedullo  
7810 NW 70th Terrace  
Tamarac, Florida 33321**

**ARTICLE VI**

***INCORPORATORS***

The name and address of the incorporator(s) are:

**Steven Mark Holman - President, Secretary, Treasurer  
7803 NW 70th Terrace  
Tamarac, Florida 33321**

**IN WITNESS WHEREOF**, the undersigned incorporator(s) have executed these Articles of Incorporation this 2<sup>nd</sup> day of March, 1995.

Steven Mark Holman  
Steven Mark Holman

**STATE OF FLORIDA  
COUNTY OF BROWARD**

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared **Steven Mark Holman**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 2<sup>nd</sup> day of March, 1995.

Nancy Paige Fulton  
NANCY PAIGE FULTON  
Notary Public, State of Florida

My Commission Expires:



NANCY PAIGE FULTON  
MY COMMISSION # CC279512 EXPIRES  
May 30, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

S & G Bagel Place, Inc. 4

**CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 sub-chapter S corporation is: **S & G BAGEL PLACE, INC.**
2. The name and address of the registered agent and office is:

**STEVEN MARK HOLMAN  
7803 NW 70th Terrace  
Tamarac, Florida 33321**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Steven Mark Holman  
STEVEN MARK HOLMAN, Registered Agent

3/2/95  
DATE