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LAWRENCE H. ROGOVIN
PROFESSIONAL ASSOCIATION
17071 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA 33160

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

March 13, 1995

TELEPHONE
DADE: (305) 945-1851
BROWARD: (305) 920-9793
TELECOPIER: (305) 944-7549

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

100001431971
-03/16/95--01096--003
****122.50 ****122.50

RE: JORDAN GOURMET BAGELS, INC.


Gentlemen:

We enclose original and a copy of Articles of Incorporation of Jordan Gourmet Bagels, Inc.

We also enclose our check payable to the Secretary of State in the amount of \$122.50 in payment of the filing, certification and registered agent designation fees.

Please return to us a file stamped copy of the Articles.

Very truly yours,


LAWRENCE H. ROGOVIN

LHR:cmd
enclosures

3/17/95
(TS)

ARTICLES OF INCORPORATION
OF
JORDAN GOURMET BAGELS, INC.

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

ARTICLE I - NAME

The name of this corporation shall be JORDAN GOURMET BAGELS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17071 West Dixie Highway
Suite B
North Miami Beach, FL 33160

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of One Dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence H. Rogovin, Esquire, 17071 West Dixie Highway, Suite B, North Miami Beach, FL 33160.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Lawrence H. Rogovin
17071 West Dixie Highway
Suite B
North Miami Beach, FL 33160

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Lawrence H. Rogovin, Esquire, 17071 West Dixie

Highway, Suite B, North Miami Beach, FL 33160.

The undersigned has executed these Articles of Incorporation
this 13th day of March, 1995.


Lawrence H. Rogovin, Incorporated
17071 West Dixie Highway
Suite B
North Miami Beach, FL 33160

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, 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 OBLIGATION OF MY
POSITION AS REGISTERED AGENT.


Lawrence H. Rogovin, Esquire

Date: March 13, 1995

ART.INC1
CMDagmts#28
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LAW OFFICES

LAWRENCE H. ROGOVIN

PROFESSIONAL ASSOCIATION

17071 WEST DIXIE HIGHWAY

NORTH MIAMI BEACH, FLORIDA 33160

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

March 28, 1994

TELEPHONE

DADE: (305) 945-1851

BROWARD: (305) 920-9793

TELECOPIER: (305) 944-7549

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

RECEIVED 11-14-94 10:04
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*****35.00 *****35.00

RE: JORDAN GOURMET BAGELS, INC.
Articles of Amendment - Change of Name
to MGB COMMERCIAL, INC.
Our File No. 9518

Gentlemen:

We enclose original and a copy of Articles of Amendment to Articles of Incorporation of Jordan Gourmet Bagels, Inc. changing its name to MGB Commercial, Inc. as well as our office account check in the sum of \$35.00 payable to your order.

Please be kind enough to file the original Certificate, then return the enclosed copy to us certified.

Very truly yours,



LAWRENCE H. ROGOVIN

LHR:cmd
enclosures

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
JORDAN GOURMET BAGELS, INC.

1. The undersigned hereby amends, pursuant to the Florida Business Corporation Act, the Articles of Incorporation of the above-named corporation, as follows:

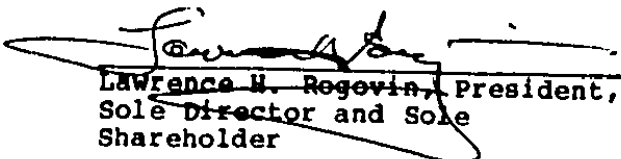
ARTICLE I

Name

The name of the corporation shall be MGB COMMERCIAL, INC.

2. The foregoing Amendment was unanimously adopted by the sole shareholder and sole director of the corporation on March 28, 1995. The number of votes cast for the amendment by the shareholders was sufficient for approval. There is only one voting group entitled to vote on the amendment.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation on the 28th day of March, 1995.


Lawrence H. Rogovin, President,
Sole Director and Sole
Shareholder

ART.AMD1
CORPS.disk
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