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Annual Report	QUALIFICATION NO. 1 /	
Fictitious Name		
Name Reservation	Limited Partnership	
-	Reinstatement	
	Trademark	
CR2E031(10/92)	Other Examiner's Initials	



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 24, 1995

DGH/NSJ 15004 S.W. 43 TER. RD. OCALA, FL 34473

SUBJECT: TH, INC.

Ref. Number: W95000004285

We have received your document for TH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

You must list the registered agent signing the document along with an address. Please only list one individual. You must also have the listed incorporators sign the articles as such.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla Corporate Specialist

Letter Number: 495A00008566

ARTICLES OF INCORPORATION

OF

THE BAGEL SHOP, INC

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be The Bagel Shop, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 shares common stock, no par value

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash at a

just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial address of this corporation shall be at:

15004 S.W. 43 TER. RD

OCALA, FL 34473

The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE VII

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time, by By-Laws adopted by the Stockholders, but shall never be more than three, nor less than one. The

name and address of the Directors are:

David Hodges
15004 S.W. 43 Terrace Road
Ocala, FL 34473

Nathan Jones
15004 S.W. 43 Terrace Road
Ocala, FL 34473

ARTICLE VIII

The name, address, and signature of the subscribers to these Articles of Incorporation are:

David Hodges

15004 S.W. 43 Terrace Road

Ocala, FL 34473

Incorporator

Nathan Jones

15004 S.W. 43 Terrace Road

Ocala, FL 34473

Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.901 Florida Statutes, the following is submitted, in compliance with said Act:

First that The Bagel Shop, Inc. desiring to organize under the laws of the State of Florida, with its principle office in the City of Ocala, County of Marion, State of Florida has named:

David Hodges
15004 S.W. 43 Terrace Road
Ocala,FL 34473

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

David Hodges