

P95000027779

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
95 APR -7 PM 12:17
TALLAHASSEE FLORIDA

AB4/7/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN
Will Pick Up 4-7 11:00

RE: Bogels Del Sol, Inc.

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Gen. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S *		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

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

BAGELS DEL SOL, INC.

FILED

95 APR -7 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is BAGELS DEL SOL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purpose of the corporation or necessary and desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3637 Tiger Point Blvd., Gulf Breeze, FL 32561, and the name of the initial registered agent of this corporation at that address is Mary K. Shope.

ARTICLE VI - INITIAL MAILING AND OFFICE ADDRESSES

The initial mailing address and principal business office of this Corporation is 3637 Tiger Point Blvd., Gulf Breeze, FL 32561.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided by the bylaws; however, there shall never be less than one director nor more than five. The name and mailing addresses of the initial Directors of the Corporation are:

Mary K. Shope
3637 Tiger Point Blvd.
Gulf Breeze, FL 32561

Bruce G. Shope
3637 Tiger Point Blvd.
Gulf Breeze, FL 32561

ARTICLE VIII- INCORPORATOR

The name and address of the Incorporator is Mary K. Shope, 3637 Tiger Point Blvd., Gulf Breeze, FL 32561.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

Except as may be otherwise specifically provided in these Articles of Incorporation, this Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Shareholders.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 6th day of April, 1995.



MARY K. SHOPE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

FILED

The foregoing instrument was acknowledged before me, this 6th day of April, 1995, by Mary K. Shope who is personally known to me.

NOTARY PUBLIC

NOTARY PUBLIC OF STATE
TALLAHASSEE, FLORIDA



PAULA G. DRUMMOND
MY COMMISSION # CC 186922 EXPIRES
March 30, 1996
BONDED TEN THOUSAND DOLLARS

(SEAL)

Paula G. Drummond
Paula G. Drummond
My commission #: CC 186922
My commission expires: 3-30-96

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Agent of BAGELS DEL SOL, INC. which is contained in the foregoing Articles of Incorporation and acknowledges that she is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.

DATED this 6th day of April, 1995.

Mary K. Shope
MARY K. SHOPE
Registered Agent