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TALLAHASSEE, FL 32301  
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**CSC networks**  
PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

**PA5000029535**

ACCOUNT NO. : 072100000032

REFERENCE : 579853 149972A

AUTHORIZATION :

*Patricia P. Pugh*

COST LIMIT : \$ 122.50

ORDER DATE : April 14, 1995

ORDER TIME : 11:31 AM

500001457075

ORDER NO. : 579853

CUSTOMER NO: 149972A

CUSTOMER: Tina P. Hurley, Esq  
HURLEY & HURLEY, P.A.

Suite 210  
150 North Federal Highway  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: BAY BAGELS, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

APR 14 1995

BSB

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
APR 14 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
BAY BAGELS, INC.

FILED  
95 APR 14 PM 1:14  
SECRETARY OF STATE  
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAY BAGELS, INC.

The address of the principal office of this corporation shall be 1322 Golf View Drive, Belleair, Florida 34616, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Vickie J. Nowels Dir.	1322 Golf View Drive Belleair, Florida 34616
Robert G. Nowels Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Vickie J. Nowels Pres.	1322 Golf View Drive Belleair, Florida 34616
Robert G. Nowels Sec.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on April 14, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: \_\_\_\_\_  
Its Agent, Gail Shelby

AHH/gls