

**DUBROW
DUKER &
ASSOCIATES, P.A.**

P95000033634

April 19, 1995

ACCOUNTANTS & FINANCIAL PLANNERS

2840 University Drive • Coral Springs, Florida 33065
Telephone (305) 345-0323 • Facsimile (305) 341-9766

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

RE: **Majestic Bagel Company, Inc.**

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

B a n

B. Alan Dubrow
Dubrow Duker & Associates, P.A.

FILED
APR 25 PM 12:09
CORAL SPRINGS, FL 33065

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MAY 1 1995

BSB

ARTICLES OF INCORPORATION
of

Majestic Bagel Company, Inc.

FILED
95 APR 25 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Majestic Bagel Company, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to manufacture bagels.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**Majestic Bagel Company, Inc.
507-5A Sea Oats Drive
Juno Beach, Florida 33408**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.
2840 University Drive
Coral Springs, Florida 33065**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

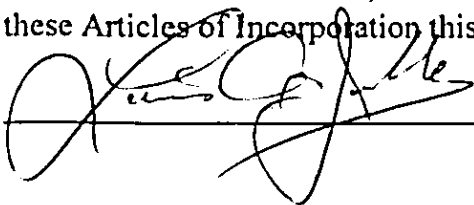
**Lou Jachles
507-5A Sea Oats Drive
Juno Beach, Florida 33408**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Lou Jachles
507-5A Seas Oat Drive
Juno Beach, Florida 33408

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 19th day of April, 1995.


_____(Seal)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

*Certificate of Registered Agent
of*

Majestic Bagel Company, Inc.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

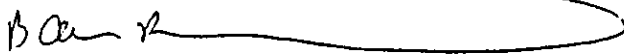
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2840 University Drive
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



B. Alan Dubrow
Dubrow Duker & Associates, P.A.

FILED
55 APR 25 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA