

05/17/1995 10:13

9112

0000

01

P95000039112

5/16/95

FLORIDA DIVISION OF CORPORATIONS

5:22 PM

PUBLIC ACCESS SYSTEM

((H95000005508)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-000000
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

((H95000005508)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GELS, BREADS AND MORE INC.

FAX AUDIT NUMBER: 95000005508

CURRENT STATUS: REQUESTED

DATE REQUESTED: 5/16/1995

TIME REQUESTED: 17:22:12

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 073171003004

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000005508)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

5-16-95

5/17

FILED
95 MAY 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000005508

Articles of Incorporation
of
Bagels, Breads and More Inc.

Article I. Name

The name of this Florida corporation is Bagels, Breads and More Inc.

Article II. Address

The mailing address of the Corporation is:

Bagels, Breads and More Inc.
755 8th Court Street
Vero Beach, FL 32962

EFFECTIVE DATE

5-16-95

FILED
95 MAY 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 1000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Yves V. Sammartano
755 8th Court Street
Vero Beach, FL 32962

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

H95000005508

American Incorporators, Ltd.
Chemical Bank Plaza, Suite 1600
1201 North Market Street
Wilmington, DE 19801
(302) 421-5752

H95000005508

Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Yves V. Sammartano

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

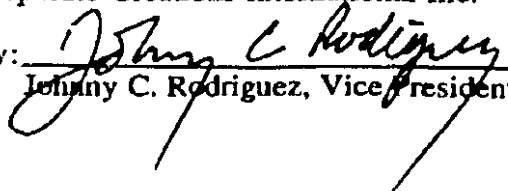
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 16, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on May 16, 1995.

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

American Incorporators, Ltd.
Chemical Bank Plaza, Suite 1600
1201 North Market Street
Wilmington, DE 19801
(302) 421-5752

H95000005508

05/17/1995 10:38 305-672-9118

CORP CREATIONS

PAGE 04

05/17/95 10:37 FAX

2001

3rd Realty, Inc.

TEL 407-778-8502

May 17.95

8:54 No.002 P.02

05/17/95 08:41 FAX

2001

05/16/1995 17:25 305-672-9118

CORP CREATIONS

PAGE 04

HB000000808

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:

Bagua, Brenda and Marc Inc.

REGISTERED AGENT:

Yves V. Schmittano
755 8th Court Street
Vero Beach, FL 32962

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Yves V. Schmittano

By: Yves V. Schmittano

Date: 5/17/95

American International, Ltd.
Chartered Bank Plaza, Suite 1800
1801 North Market Street
Wilmington, DE 19801
(800) 421-6788

FILED
95 MAY 17 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

05/17/95 08:51

TX/RX NO.4856

P.002