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May 17, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400000 40099  
05/17/95 0103-005  
\*\*\*\*\*05.75 \*\*\*\*\*05.75

RE: The Hillview Bagel Company

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check to cover fees and costs for the incorporation of the above entity.

Specifically, the check is for:

( ) \$70.00 Filing Fee;

(X) \$78.75 Filing Fee and Certificate;

( ) \$122.50 Filing Fee and Certified Copy\*\*

( ) \$131.25 Filing Fee, Certified Copy, & Certificate

\*\*Additional copy Enclosed

Please return the Certified copy of the Articles and the receipt for payment to Rosin Law Offices, P.A., P.O. Box 26125, Tampa, FL 33623-6125. Should you have any questions or problems, please contact our office by phone at 813-889-9889 to avoid the delay in mailing.

Thank you for your cooperation.

Sincerely,

Scott A. Rosin

Enclosures

SECRET  
TALLAHASSEE, FL 32314  
MAY 19 1995  
AM 8:51

5/22/95  
(75)

095A-25988

ARTICLES OF INCORPORATION  
OF  
THE HILLVIEW BAGEL COMPANY

RECEIVED  
SECRETARY OF STATE  
FLORIDA  
JAN 19 1951

The undersigned, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be The Hillview Bagel Company.

ARTICLE II

TERM OF EXISTENCE

The duration of this corporation is to be perpetual.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1934 Hillview Street, Sarasota, Florida 34239.

ARTICLE IV

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

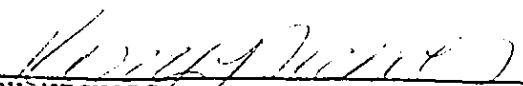
The name and address of the initial registered agent of this corporation is Kerry Nichols, 1934 Hillview Street, Sarasota, Florida 34239.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Kerry Nichols, 2033 Pompano Avenue, Sarasota, Florida 34234.

The undersigned incorporator has executed these Articles Of Incorporation this 17 day of May, 1995.

  
\_\_\_\_\_  
KERRY NICHOLS  
AS INCORPORATOR OF THE HILLVIEW BAGEL COMPANY

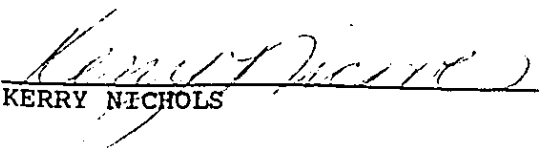
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **The Hillview Bagel Company.**
2. The name and address of the registered agent and office is:

Kerry Nichols  
1934 Hillview Street  
Sarasota, Florida 34239.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
KERRY NICHOLS

  
Date