

1201 HAYS STREET

TALLAHASSEE, FL 32301

(904) 241-1231

(904) 241-1231 FAX

800-342-8086



ACCOUNT NO. 072100000032

REFERENCE : 609301 8960A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizzuto

ORDER DATE : June 2, 1995

ORDER TIME : 3:25 PM

800001505579

ORDER NO. : 609301

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg., ph-e
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: BAGEL FACTORY OF MIAMI BEACH,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
95 JUN -2 PM 1:17
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA
FILED
SECRETARY OF STATE

T. BROWN JUN - 6 1995

ARTICLES OF INCORPORATION
OF
BAGEL FACTORY OF MIAMI BEACH, INC.

FILED
95 JUN -2 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, 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:

BAGEL FACTORY OF MIAMI BEACH, INC.

The address of the principal office of this corporation shall be 1427-F Alton Road, Miami Beach, Florida 33139, 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 1,000 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 Service Company.

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:

Bruce Rishty
Dir.

1427-F Alton Road
Miami Beach, Florida 33139

Myra Rishty
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:

Bruce Rishty
Pres.

1427-F Alton Road
Miami Beach, Florida 33139

Myra Rishty
V.Pres./Sec.

Same

ARTICLE VIII. INCORPORATOR

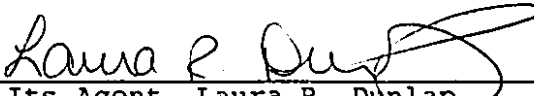
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 2, 1995.

CORPORATION SERVICE COMPANY

By:


Its Agent, Laura R. Dunlap

FILED
95 JUN -2 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware 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 SERVICE COMPANY

By: Laura R Dunlap
Its Agent, Laura R Dunlap

LEL/dks

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0291 FAX

800-342-8086



networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

P95000043329

ACCOUNT NO. : 072100000032

REFERENCE : 651017 8960A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 35.00

ORDER DATE : July 31, 1995

400001543424

ORDER TIME : 9:52 AM

ORDER NO. : 651017

CUSTOMER NO: 8960A

CUSTOMER: Edward Levinson, Esq
Edward E. Levinson, P.a.
Financial Federal Bldg., ph-e
407 Lincoln Road
Miami Beach, FL 33139

CHANGE OF AGENT

NAME: BAGEL FACTORY OF MIAMI BEACH,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jennifer Moran

FILED
95 JUL 31 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 JUL 31 PM 11:28
DIVISION OF REVENUE

7131
JAM
PA. Change

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BAGEL FACTORY OF MIAMI BEACH, INC.

1b. Date of incorporation June 2, 1995 Document number P95000043329

2. The name and address of the current registered agent and office:
Corporation Service Company

1201 Hays Street, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
EDWARD E. LEVINSON

407 Lincoln Road, PH-SE, Miami Beach, Florida 33139

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


SIGNATURE
7/24/95
DATE

Bruce Rishty, President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



(Registered Agent)

DATE

7/25/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314