

P9500047178

KENNETH P. BERGQUIST
10014 VINEYARD LAKE ROAD
JACKSONVILLE, FL 32256

904-363-6047

June 12, 1995

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

SUBJECT: First Coast Bagels of Ponte Vedra, Inc.

Enclosed is the original and one (1) copy of the articles of incorporation, the original and one (1) copy of the designation of registered agent and a check for \$131.25 for filing and other fees. Please take the appropriate action to effect this incorporation and return to me at the above address a certified copy of the articles of incorporation and a certificate of incorporation.



Kenneth P. Bergquist

Encl.
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ARTICLES OF INCORPORATION
First Coast Bagels of Ponte Vedra, Inc.

The undersigned incorporator, 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: First Coast Bagels of Ponte Vedra, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

First Coast Bagels of Ponte Vedra, Inc.
10014 Vineyard Lake Road
Jacksonville, FL 32256

ARTICLE III SHARES

The corporation shall have three classes of common stock, Standard Stock, Voting Stock, and Asset Stock and no other classes of stock. No more than one thousand (1000) shares of Standard Stock may be outstanding at any one time. Voting Stock may only be issued when there are less than one thousand (1000) shares of Standard Stock outstanding and only in the number of shares when added to the number of shares of Standard Stock outstanding equals one thousand (1000). Asset Stock may only be issued when there are less than one thousand (1000) shares of Standard Stock outstanding and only in the number of shares when added to the number of shares of Standard Stock outstanding equals one thousand (1000). The number of Voting Stock shares outstanding can never be more than the number of Standard Stock shares outstanding. The number of Asset Stock shares outstanding can never be more than the number of Standard Stock shares outstanding. The number of Voting Stock shares outstanding and the number of Asset Stock shares outstanding must always be equal.

Standard Stock shall have unlimited voting rights, shall be eligible to receive distributions, and shall have the right to receive the net assets of the corporation upon dissolution. Voting Stock shall have the same voting rights as Standard Stock but shall be ineligible to receive distributions and will have no right to receive the net assets of the corporation upon dissolution. Asset Stock shall have no voting rights whatsoever, except as required by law, shall receive the same distributions as Standard Stock, and shall have the same right as Standard Stock to receive the net assets of the corporation upon dissolution.

The voluntary transfer of any shares of stock and the issuance of stock by the corporation to any individual or entity can only be effected with the consent of all outstanding shares of Standard Stock.

ARTICLE IV INITIAL REGISTERED AGENT

The name of the initial registered agent is:

Kenneth P. Bergquist
10014 Vineyard Lake Road
Jacksonville, FL 32256

ARTICLE V INCORPORATOR

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

Kenneth P. Bergquist
10014 Vineyard Lake Road
Jacksonville, FL 32256

The undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1995.


Kenneth P. Bergquist

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: First Coast Bagels of Ponte Vedra, Inc.
2. The name and address of the registered agent and office is:

Kenneth P. Bergquist
10014 Vineyard Lake Road
Jacksonville, FL 32256

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.


Kenneth P. Bergquist

June 12, 1995