

P95000048921

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COMPUTER LAW  
CORPORATION AND  
BUSINESS LAW  
COPYRIGHTS & TRADEMARKS  
LICENSING & FRANCHISING  
ENTERTAINMENT LAW  
CONTRACT LAW

June 20, 1995

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

500001523786  
-06/27/95--01024--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ST. PETE BAGEL CO., INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned Florida Corporation and an Application to register the Service Mark in Class 42. Also enclosed are three specimens of use of the mark and our firm checks to cover the applicable filing fees.

Please file the enclosed Articles of Incorporation and return a copy stamped filed, and send the Certificate of Registration and address all correspondence to this office.

Thank you for your courtesies in this matter.

Very truly yours,

*David R. Ellis*

David R. Ellis

DRE:jm

Enclosures

FILED  
95 JUN 22 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*6/22/95*

ARTICLES OF INCORPORATION

OF

ST. PETE BAGEL CO., INC.

FILED

95 JUN 22 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ST. PETE BAGEL CO., INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

7043 4th Street North  
Pinellas County  
St. Petersburg, Florida 33702

and the name of the initial registered and resident agent of this Corporation at that address is Kurt Cuccaro.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

7043 4th Street North  
Pinellas County  
St. Petersburg, Florida 33702

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Kurt Cuccaro  
Mary Cuccaro  
7043 4th Street North  
St. Petersburg, Florida 33702

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporators of these Articles is as follows:

Kurt Cuccaro  
7043 4th Street North  
St. Petersburg, Florida 33702

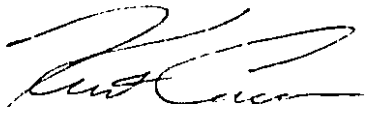
ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on 6/10, 1995.

  
\_\_\_\_\_  
Kurt Cuccaro

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions Section 48.091 relative to keeping open such office.

Date: 6/10/95

  
Kurt Cuccaro

FILED  
95 JUN 22 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SAM AND SON, INC., a FL Corp., #L14190  
BAGEL MAN, INCORPORATED, a FL Corp., #P94000060526  
ST. PETE BAGEL CO., INC., a FL Corp., #P95000048921

INTO

ST. PETE BAGELS ACQUISITION CORP., a Florida corporation,  
P97000078370

File date: September 23, 1997

Corporate Specialist: Susan Payne