

**P95000052245**

June 27, 1995

**FILED**  
95 JUL -3 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of BAGEL DEPOT & DELI, INC.

Dear Sir,

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd., Suite #302, W. Melbourne, FL 32904, telephone number (407) 729-6390.

Thank you for your assistance in this matter.

Sincerely,

**600001529296**  
-07/03/95--01050--004  
\*\*\*\*122.50 \*\*\*\*122.50

*Robert R. Colgan Jr.*  
Robert R. Colgan Jr.

*Patricia Ann Colgan*  
Patricia Ann Colgan

**D. BROWN JUL - 6 1995**

ARTICLES OF INCORPORATION  
OF  
BAGEL DEPOT & DELI, INC.

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ARTICLE I. NAME

The name of this corporation is BAGEL DEPOT & DELI, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 694 N. Wickham Road, Melbourne, Florida 32935 and the name of the initial registered agent of this corporation at that address is PATRICIA ANN COLGAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ROBERT R. COLGAN JR.  
426 Borraclough Ave. NW  
Palm Bay, Florida 32907

PATRICIA ANN COLGAN  
426 Borraclough Ave. NW  
Palm Bay, Florida 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 694 N. Wickham Road, Melbourne, Florida 32935 and the mailing address of the corporation is 694 N. Wickham Road, Melbourne, Florida 32935.

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

ROBERT R. COLGAN JR.  
426 Borraclough Ave. NW  
Palm Bay, Florida 32907

PATRICIA ANN COLGAN  
426 Borraclough Ave. NW  
Palm Bay, Florida 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 27<sup>th</sup> day of June, 1995.

Robert R. Colgan Jr.  
ROBERT R. COLGAN JR.  
Subscriber

Patricia Ann Colgan  
PATRICIA ANN COLGAN  
Subscriber

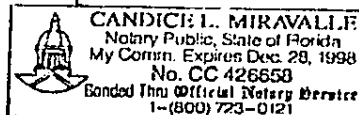
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ROBERT R. COLGAN JR. and PATRICIA ANN COLGAN to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27<sup>th</sup> day of June, 1995.

Candice L. Miravalle  
Notary Public

FL 0/L



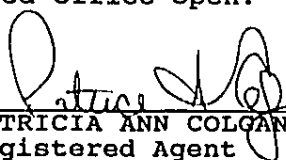
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That BAGEL DEPOT & DELI, INC., desiring to organize  
under the laws of the State of Florida, with its principal  
office at 694 N. Wickham Road, Melbourne, Brevard County,  
Florida 32935, has named PATRICIA ANN COLGAN, located at  
694 N. Wickham Road, Melbourne, Brevard County, Florida  
32935, as its agent to accept service of process within this  
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
\_\_\_\_\_  
PATRICIA ANN COLGAN  
Registered Agent

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95 JUL -3 AM 8:45  
TALLAHASSEE, FLORIDA