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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BAGELS, BAGELS & MORE DELI, INC.
FAX AUDIT NUMBER: H95000007501
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Richard J. Monescalchi, Esq.

7556 Lake Worth Rd. ARTICLES OF INCORPORATION

Suite 102

Lake Worth, FL 33467

(407) 968-7877

FL Bar No. 386812

RICHARD J. MONESCALCHI, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be

BAGELS, BAGELS & MORE DELI, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes: Restaurant business and for any other purpose or purposes allowed under the laws of the State of Florida, and the laws of the United States.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial street address and the principal office of this corporation is 1104 Royal Palm Beach Blvd., Royal Palm Beach, Florida 33411. The Board of Directors may from time to time move

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the principal office to any other address.

ARTICLE V
DIRECTORS

This corporation shall have 4 directors initially. The number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-Laws. The number of directors shall never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Alvin Schiff President	13376 Northumberland Circle Wellington, FL 33414
Sandy DeRose Vice-President	1519 Hollyhock Road Wellington, FL 33414
John DeRose Secretary	1519 Hollyhock Road Wellington, FL 33414
Elaina Schiff Treasurer	13376 Northumberland Circle Wellington, FL 33414

ARTICLE VI
INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Richard J. Monescalchi	7556 Lake Worth Rd., Suite 102 Lake Worth, FL 33467

ARTICLE VII
REGISTERED AGENT

The initial designation of the registered office of this corporation shall be at 7556 Lake Worth Rd., Suite 102, Lake Worth,

PL 33467, and the Registered Agent shall be Richard J. Monescalchi.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I heroby accept and agree to act in this capacity and agree to comply with all the provisions of said Statutes relative to the proper and complete performance of my duties.


Richard J. Monescalchi

ARTICLE VIII

CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of stock at \$1.00 par value, which stock shall be designated in "common shares".

ARTICLE IX

CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate at the meetings of the Board of Directors as provided by law, by means of conference telephone or similar communication equipment, by means

of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

IN WITNESS WHEREOF, I, the incorporator of the above named corporation, have set my hand and seal this 6 day of July, 1995.

WITNESSES:

Catherine Dineen
[Signature]

[Signature]
Richard J. Monescalchi

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared RICHARD J. MONESCALCHI, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid this 6th day of July, 1995.

My Commission Expires:

Catherine Felton
Notary Public



CATHERINE FELTON
MY COMMISSION & CC 17524 EXPIRES
January 28, 1998
ISSUED UNDER THE FIDELITY & SURETY, INC.

10:00 P.M.

**CERTIFICATE OF DESIGNATION
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 agent/registered office, in the State of Florida.

1. The name of the corporation is: BAGELS, BAGELS & MORE DELI, INC.
2. The name and address of the registered agent and office is:
Richard J. Monescalchi
7556 Lake Worth Road, Suite 102
Lake Worth, FL 33467

SIGNATURE: [Signature] (Corporate officer)

TITLE: Incorporator/Registered Agent

DATE: July 6, 1995

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 THIS 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.

SIGNATURE: [Signature]

DATE: July 6, 1995

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