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Richard J. Monescalchi, Esq. 1556 Lake Worth Rd. ARTICINS OF INCORPORATION Suite 102.

Lake Worth, FL 33467 BAGBLE & MORR DELL, IMC.

(407 > 968.7877

FL. Bow NO - RICHARD J. MONESCALCHI, the undersigned to these Articles of 386817 Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

MAME OF THE CORPORATION

The name of this corporation shall be BAGELS, MAGELE & 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 thu principal office to any other address.

ARTICLE V

DIRECTORS

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:

	Address
Namo	DALL SE

Alvin Schiff 13376 Northumberland Circle Prosident Wellington, FL 33414

Sandy DoRose 1519 Hollyhock Road Vice-President Wellington, FL 33414

John DeRose 1519 Hollyhock Road Secretary Wellington, FL 33414

Elaina Schiff 13376 Northumberland Circle Treasurer Wellington, FL 33414

ARTICLE VI

INCORPORATORS

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

Name Address

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 Agont 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 hereby 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.

Righard 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 I

RESTING 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 secting can hoar each other at the same time. Participation by such seens shall constitute presence in person at the meeting.

ARTICLE XT

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

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

WITNESSES:

STATE OF FLORIDA COUNTY OF PALM BEACH

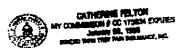
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared RICHARD J. MONESCALCHI, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and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

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

My Commission Expires:

Notary Public

Monescalchi



CERTIFICATE OF DESIGNATION REGISTERED OFFICE

Pursuant to the provisions of Saction 607.0501, Florida Statuten, 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 Florica.

1.	The name of the corporation is:
	BACHLS, BACKLS & MORE DELL, INC.
2.	The name and address of the registered agent and office is:
	Richard J. Moneacalchi
	7556 Lake Worth Road, Suite 102
	Luke Worth, VI. 33467
	GNATURE: (Corporate officer) TLE:
אמ	TE: 1117 6, 1995
PI IN NO WI	AVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF ROCESS FOR THE ABOVE STATED CORPORATION AT THE PLAC! DESIGNATED AT THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AL REGISTERED SENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGE ZE TO COMPLY ITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND OMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND CCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED FROM CO.
	IGNATURE: July 6, 1995
	ATE: July 6, 1995/ FISTA III CORDINATE: July 6, 199

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