

P950000053067

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JUL 11 AM 9:29

JP 7/11/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY NLC _____

WALK-IN 7/11 12:00
 Will Pick Up

RE: FAVEL P. THE BAL
WIFE, INC.

C.C. FEE DISBURSED

☒ Capital Express™
☒ Art of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

Art of Amend. File
 Dissolution/Withdrawal
 C.U.S.

Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval

File No.'s _____ Copies _____

Courier Service
 Shipping/Handling

Phone () _____
 Top Priority
 Express Mail Prep.

FAX () _____ pgs _____

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days: 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
of
Bagels By The Bay Cafe, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 11 AM 9:29

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation

Article 1. The name of the Corporation is:

Bagels By The Bay Cafe, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

8406 Blackstone Ct., Tampa, Florida 33615

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Gilbert Rodriguez
8406 Blackstone Ct., Tampa, Florida 33615

Article 5. The name and street address of the incorporator of this corporation is:

Gilbert Rodriguez
8406 Blackstone Ct., Tampa, Florida 33615

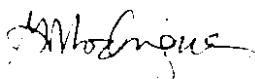
Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: 7/6/95

Name of Incorporator: Gilbert Rodriguez

Signature of Incorporator:



**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 11 AM 9:29

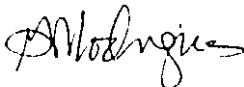
Pursuant to section 807.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name	Gilbert Rodriguez
Street address	8406 Blackstone Ct. Tampa, Florida 33615

Having been named as the 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.

Signature of registered agent:



Date of signature:

7/6/95

P95000053067

CAPITAL CONNECTION, INC.
412 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1 800 342 8062
FAX (904) 212 1222

RE: BABELS By The
Bay Cafe, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()	pgs.	
SUBTOTALS		

FILED
05 AUG 14 AM 11:35
CLERK

2881001548502
07/28/95 01013-045
***+87.50 ***+87.50

NC
8/14

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY MLC _____

WALK-IN Will Pick Up 7/28 12:00

FEE.....	\$ <u>W95000015235</u>
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 28, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: BAGELS BY THE BAY CAFE, INC.
Ref. Number: P95000053067

We have received your document for BAGELS BY THE BAY CAFE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 895A00035902

Corrected

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BAGELS BY THE BAY CAFE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

NAME CHANGE TO:

SEBASTIAN'S GOURMET CAFE, CO.

FILED
95 AUG 14 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 7/28/95