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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BENNY'S KNISH FACTORY, INC.

FAX AUDIT NUMBER: H95000008600

CURRENT STATUS: REQUESTED

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P.02

ARTICLES OF INCORPORATION
OF

BENNY'S KNISH FACTORY, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

BENNY'S KNISH FACTORY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of
the corporation shall be:

6020 N.W. 64th Avenue - #203
Tamarac, Florida 33319

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of trans-
acting any and all lawful business for which corporations may be
incorporated in accordance with applicable Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of
one class of common stock having a par value of \$1.00 per share.

MICHAEL J. SNYDER, P.A.
20003 Biscayne Boulevard
Suite #200
North Miami Beach, Florida 33162
Tel.: (305) 937-4443
FLA. BAR NO.: 255998

H95000008600

MICHAEL J. SNYDER, P.A., 20003 BISCAYNE BOULEVARD, SUITE 200, AVENTURA, FL 33160 • TEL (305) 937-4448 • FAX (305) 937-0102
C:\MPDOCS\INCORP\BELL.BRU\ARTICLES.INC

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ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is:

6020 N.W. 64th Avenue - #203
Tamarac, Florida 33319

and the name of the initial registered agent of this corporation is:

BRUCE S. BELL

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time as provided for by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

BRUCE S. BELL
6020 N.W. 64th Avenue - #203
Tamarac, FL 33319

ARTICLE VIII - INCORPORATORS

The name and address of the person signing the Articles of this corporation is:

BRUCE S. BELL
6020 N.W. 64th Avenue - #203
Tamarac, FL 33319

ARTICLE IX - BY-LAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Laws.

ARTICLE I

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of July, 1995.


 BRUCE S. BELL, Incorporator

STATE OF FLORIDA)
):SS.
 COUNTY OF BROWARD)

BEFORE ME, personally appeared BRUCE S. BELL, to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to me before me that he executed said instrument for the purposes therein expressed.

BRUCE S. BELL is personally known to me or has produced Florida Driver's License # B400-07766-2673 as identification.

WITNESS my hand and official seal this 31 day of July, 1995.


 NOTARY PUBLIC, State of Florida
 Type/Print Name: GLORIA B. WATSON
 Commission No.: 00164149
 My Commission Expires: DEC 16, 1995

GLORIA B. WATSON
 NOTARY PUBLIC - STATE OF FLORIDA
 MY COM. EXPIRES DECEMBER 16, 1995
 My Commission # 00164149

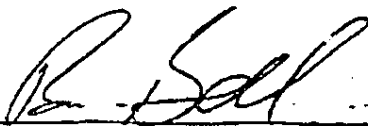
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ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



BRUCE S. BELL, Registered Agent

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